

MACPHERSONS

MacPhersons Resources Limited
ACN 139 357 967

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Annual General Meeting to be held at
The Kalgoorlie Boulder Chamber of Commerce and Industry Meeting Rooms,
58 Egan Street, Kalgoorlie, Western Australia
On 23 November 2017 commencing at 11.00am (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.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of Shareholders of MacPhersons Resources Ltd which this Notice of Meeting relates to will be held at 11.00am WST on 23 November 2017 at the Kalgoorlie Boulder Chamber of Commerce and Industry Meeting Rooms, 58 Egan 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 Resources 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 11.00am WST on 21 November 2017.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of MacPhersons Resources Ltd will be held at Kalgoorlie Boulder Chamber of Commerce and Industry Meeting Rooms, 58 Egan Street, Kalgoorlie, Western Australia at 11.00am WST on 23 November 2017.

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 21 November 2017.

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

AGENDA

The business to be transacted at the Annual General Meeting is the consideration of Item 1 and proposal of Resolutions 1 and 6 (inclusive) as set out below.

Item 1 – Financial Statement and Reports: 2016/2017

To receive and consider the 2017 Annual Report, together with the Directors' report and auditor's report for the financial year ended 30 June 2017.

Resolution 1 – Approval of Remuneration Report: 2016/2017

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 2017 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

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.

However, a person (the **voter**) described above may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution 1; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if this Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director – Mr Peter Rozenauers

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

“That Mr Peter Rozenauers, being a director of the Company, retires by rotation and, being eligible, offers himself for re-election, is re-elected as a Director in accordance with clause 11.1 of the Constitution.”

Resolution 3 – Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 3 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 3 is passed.

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However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolutions 4(a) and 4(b): Ratification of issue of Shares under the Placement

To consider and if thought fit, pass with or without amendment the following resolutions as an **ordinary resolutions**:

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of:
(a) 21,563,817 Shares issued prior to the date of this Notice; and
(b) Up to 2,076,921 Shares to be issued on or about 31 October 2017;
to Exempt Investors under the Placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on these resolutions by any person who participated in the issue the subject of this resolution and any person associated with those persons. However, the Company need not disregard any vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5: Issue of Shares to Ashok Parekh

To consider and if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

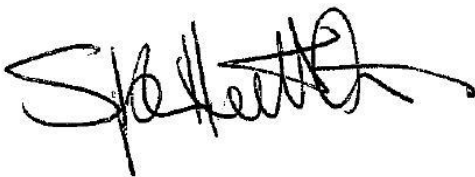
“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be and is hereby given to issue 461,539 Shares at an issue price of \$0.13 to Ashok Parekh (and/or his nominees).”

Voting exclusion: In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 5 by Ashok Parekh and any of his associates.

However, the Company will not disregard a vote if it is cast by Ashok Parekh or any of his associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED: 18 October 2017

BY ORDER OF THE BOARD



STEPHEN HEWITT-DUTTON
COMPANY SECRETARY
MACPHERSONS RESOURCES LTD

EXPLANATORY STATEMENT

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 Resources Ltd to be held at the Kalgoorlie Boulder Chamber of Commerce and Industry Meeting Rooms, 58 Egan Street, Kalgoorlie, Western Australia at 11.00am WST on 23 November 2017.

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 are 5 Resolutions to be put to the General Meeting.

Resolutions 1, 2, 4 and 5 are ordinary resolutions. Resolution 3 is a special resolution.

Each of these Resolutions are not conditional upon the passing of each other Resolution.

Resolutions 1 to 2 (inclusive) 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.

Resolution 3 is a special resolution to approve the additional 10% placement facility under Listing Rule 7.1A.

Resolutions 4 and 5 are relate to the ratification of prior Share issues or approval of Share Issues. Certain voting restrictions are imposed in relation to Resolutions 4 and 5 as detailed in the accompanying Notice of Meeting under the heading "Voting Exclusion".

A short explanation of each Resolution is set out below.

ITEM 1 – FINANCIAL STATEMENTS AND REPORT

The 2017 Annual Report, Directors' reports and auditor' reports for the Company for the year ended 30 June 2017 will be laid before the Annual General Meeting. The 2017 Annual Report is also available on ASX's website and the Company's website.

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

The Remuneration Report of the Company for the financial year ended 30 June 2017 is included in the Directors' report in the Company's annual report for the financial year ended 30 June 2017. The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive Employees.

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 provides

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that a resolution that the Remuneration Report be adopted must be put to the vote. Resolution 1 seeks the adoption of the Remuneration Report.

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

Following consideration of the Remuneration Report at the Annual General Meeting, 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.

Section 250V of the Corporations Act provides 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 an extraordinary meeting be held at which all of the Directors (except the Managing Director) must stand for re-election. If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene the extraordinary meeting (“spill meeting”) within 90 days of the second annual general meeting. All of the Directors who are in office when the resolution to make the 2018 Director’s report is passed, other than the Managing Director (who may in accordance with the Listing Rules continue to hold office indefinitely without being re-elected to office), will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose election or re-election as Directors is approved will be the Directors.

Section 250R of the Corporations Act restricts the Chairperson, Key Management Personnel and any Closely Related Parties of them from voting on a Remuneration Report.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution 1 being cast by Key Management Personnel or a Closely Related Party, whose remuneration details are disclosed in the Remuneration Report. This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you indicate on the Proxy Form that you do not wish to specify how your proxy should vote on Resolution 1, you will be deemed to have expressly directed the Chairman to cast your votes in favour of Resolution 1.

What this means for Shareholders: If you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either “against” or “abstain” on Resolution 1 in the Proxy Form. Please see the Proxy Form for further information on such appointments.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

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 Peter Rozenauers retires, but being eligible, offers himself for re-election as a Director.

A brief summary of Mr Rozenauers is detailed below:

Peter Rozenauers is a Portfolio Manager with Orion Mine Finance and has over 25 years of experience in the natural resources and finance industry. He holds a Bachelor of Mining Engineering (Hons I) from the UNSW, a Master of Applied Finance from the University of Technology Sydney and is a Member of the Australasian Institute of Mining and Metallurgy. Prior to Orion, Peter was a Senior Investment Manager for a predecessor business of Orion. Prior to that, Peter was Managing Director and Head of Asian Commodities Distribution for Barclays Capital in Singapore, a leading commodity global investment bank. Peter has spent over 13 years working in a variety of senior banking roles in Singapore, New York and London.

The Board (excluding Mr Rozenauers) recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (“**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. As Resolution 3 is a special resolution, at least 75% of the votes cast on Resolution 3 must be cast in favour of the Resolution in order for it to be passed.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 1(c) below).

The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

1. Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

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E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 348,064,964 Shares and capacity to issue:

- (i) Subject to Shareholder approval being obtained under Resolutions 4 and 5, 52,590,514 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolutions 4 and 5, 35,060,342 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 1(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX ("**10% Placement Period**").

2. Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown

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in the below table (in the case of Unlisted Options, only if the Unlisted Options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.0625 50% decrease in Market Price	\$0.125 Current Market Price	\$0.25 100% increase in Market Price
Current Variable A 348,064,964 ⁽¹⁾	10% Voting Dilution	34,806,496 Shares	34,806,496 Shares	34,806,496 Shares
	Funds raised	\$2,175,406	\$4,350,812	\$8,701,624
50% increase in current Variable A 522,097,446	10% Voting Dilution	52,209,744 Shares	52,209,744 Shares	52,209,744 Shares
	Funds raised	\$3,263,109	\$6,526,218	\$13,052,436
100% increase in current Variable A 696,129,928	10% Voting Dilution	69,612,992 Shares	69,612,992 Shares	69,612,992 Shares
	Funds raised	\$4,350,812	\$8,701,624	\$17,403,248

(1) This figure is the total current number of Shares on issue as at the date of the Notice.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Unlisted Options (including any Unlisted Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

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- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Unlisted Options, it is assumed that those Unlisted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.125, being the closing price of the Shares on ASX on 17 October 2017.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the persons to whom the Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The persons issued securities under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company is successful in acquiring new resource assets or investments, it is likely that the persons issued securities under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (e) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the Annual General Meeting held on 24 November 2016.

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- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.
- (g) Details of securities issued during the 12 months preceding the date of the meeting.

During the 12 months preceding the date of the Annual General Meeting, the Company has issued 30,898,353 Shares (32,975,274 subject to the issue of Shares on or about 31 October 2017 proceeding) and 5,700,000 Options. The ordinary Shares issued represent 9.7% (10.4%) of the total number of Equity Securities on issue at the commencement of that period.

Issue for Cash

Date of issue	14 September 2017, 19 September 2017, 18 October 2017 and 31 October 2017	18 October 2017
Number issued	24,102,277	9,334,536
Class of Security	Ordinary Fully paid	Ordinary Fully paid
Persons who received securities	Refer explanatory memorandum for resolution 4	Applicants under the Company's Share Purchase Plan
Price (per Share)	\$0.13	\$0.13
Discount to market	23.5% (at date of announcement)	23.5% (at date of announcement)
Non cash consideration	N/A	N/A
Current value	N/A	N/A
Total cash consideration	\$3,133,296	\$1,213,489
Amount of cash spent	\$Nil	Nil.
Use of cash	Infill drilling at the Boorara Gold Project, 10km east of Kalgoorlie, and undertake pre-development activities associated with the delineation of a new JORC Resource and working capital.	Infill drilling at the Boorara Gold Project, 10km east of Kalgoorlie, and undertake pre-development activities associated with the delineation of a new JORC Resource and working capital.

Non cash Issues

Date of issue	9 December 2016	28 February 2017
Number issued	5,000,000	700,000
Class of Security	Options exercise price \$0.15, expiry date 9 December 2019	Options exercise price \$0.36, expiry date 28 February 2020
Persons who received securities	Director and contractor	Employees
Price (per option)	\$Nil	\$Nil
Discount to market	Nil	Nil
Non cash consideration	Incentive Options issued to provide an incentive and reward for Eligible Participants under the Employee Incentive Plan approved at the annual general meeting on 24 November 2016	Incentive Options issued to provide an incentive and reward for Eligible Participants under the Employee Incentive Plan approved at the annual general meeting on 24 November 2016
Current value	\$127,489	\$17,574

RESOLUTIONS 4(A) AND 4(B) – RATIFICATION OF ISSUE OF SHARES UNDER PLACEMENT

On 11 September 2017, the Company announced that it had completed a capital raising to raise \$2.93 million. Subsequently the Company accepted applications for a further \$200,000, taking the total raising to \$3.1 million. 21,563,817 Shares under the Placement the subject of Resolution 4(a) have been issued to Exempt Investors under Section 708A(5) of the Corporations Act as follows:

1. 17,302,309 Shares on 14 September 2017;
2. 1,799,972 Shares were issued on 19 September 2017;
3. 2,461,536 Shares on 18 October 2017.

A further issue of 2,076,921 Shares to Exempt Investors under Section 708A(5) of the Corporations Act for the remainder of the Placement, the subject of Resolution 4(b), is to occur on or about 31 October 2017.

Shareholder approval is sought to ratify up to 23,640,738 Shares previously issued under the Placement and referred to in Resolutions 4(a) and (b).

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period. The placement of up to 23,640,738 Shares was within the Company's ASX Listing Rule 7.1 placement capacity.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolutions 4(a) and 4(b) for the purposes of Listing Rule 7.4.

1. Number of Securities Issued

- (a) A total of 21,563,817 Shares were issued.
- (b) A total of up to 2,076,921 Shares are to be issued on or about 31 October 2017.

2. The price at which the Securities were issued

The Shares had an issue price of \$0.13 per Share.

3. The terms of the Securities

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

4. Names of the persons to whom the entity issued the securities or the basis on which those persons were determined

The Shares under the Placement were issued to Exempt Investors under section 708A(5) of the Corporations Act who were not related parties of the Company.

5. The use of (or intended use) of the funds raised

The funds raised from the issue of the Shares under the Placement are to be used infill drilling at the Boorara Gold Project, 10km east of Kalgoorlie, to undertake pre-development activities associated with the delineation of a new JORC Resource and working capital.

RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR

On 11 September 2017, the Company announced that it had completed a capital raising to raise \$2.93 million. Subsequently the Company accepted applications for a further \$200,000, taking the total raising to \$3.1 million. Mr Ashok Parekh made applications for the Shares under the Placement conducted by the Company in September 2017. Shares in relation to Mr Parekh's applications totalling \$60k are to be issued on or about 24 November 2017 and are the subject of Resolution 5.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 10.1 for the issue of 461,539 Shares to Ashok Parekh (and/or his nominees).

Section 208 of the Corporations Act

Section 208 of the Corporations Act states that a public company cannot give a "financial benefit" (including an issue of shares and options) to a "related party" of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary securities have approved the giving of the financial benefit to the related party in a general meeting.

MACPHERSONS RESOURCES LIMITED
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Mr Parekh is a related party of the Company within the meaning specified under section 228 of the Corporations Act. Section 210 of the Corporations Act states that Shareholder approval is not needed to give a financial benefit that is on arm's length terms.

It is the view of the Directors that the exception set out in section 210 of the Corporations Act applies in the current circumstances, as Mr Parekh's participation in the Placement is on the same terms as other applicants. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the issue of securities to Mr Parekh (and/or his nominees).

ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a "Related Party" without the approval of holders of ordinary securities, or to a person whose relationship with the company or a Related Party of the company is, in ASX's opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Mr Ashok Parekh, as a Director of the Company is a Related Party of the Company. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of the Shares to Mr Ashok Parekh as a Related Party of the Company on the terms in Resolutions 5.

The issue of the Shares under Resolution 5 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Shares (once issued) will be excluded from the calculations under Listing Rule 7.1.

ASX Listing Rule 10.13

Listing Rule 10.13 requires the following information to be provided to the Shareholders in relation to Resolution 6 to satisfy Listing Rule 10.11:

- (a) **Name of the persons to whom the entity will issue the securities**
Mr Ashok Parekh (and/or his nominees).
- (b) **The maximum number of securities to be issued**
461,539 Shares.
- (c) **The date of issue of the securities**
The Shares under Resolution 5 will be issued as soon as possible after the Annual General Meeting and in any event, no later than 1 month after the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).
- (d) **Issue price of the securities**
The Shares will be issued for cash consideration of \$0.13 per share.
- (e) **The terms of the securities**
The Shares issued under Resolution 5 are ordinary fully paid shares which rank equally with the Company's existing Shares on issue.
- (f) **Intended use of funds**
The funds raised from the issue of the Shares under the Placement are to be used infill drilling at the Boorara Gold Project, 10km east of Kalgoorlie, to undertake pre-development activities associated with the delineation of a new JORC Resource and working capital.

GLOSSARY

10% Placement Facility has the meaning given in the section of the Explanatory Statement that relates to Resolution 3.

10% Placement Period has the meaning given in the section of the Explanatory Statement that relates to Resolution 3, section 1(f).

2017 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 2017.

Annual General Meeting or **Meeting** means the annual general meeting of the Company to be held at The Kalgoorlie Boulder Chamber of Commerce and Industry Meeting Rooms, 58 Egan Street, Kalgoorlie, Western Australia, on 23 November 2017 commencing at 11.00am (WST).

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ASX 008 624 691).

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX and any other rules of the ASX which are applicable while the entity is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Business Day means a day on which banks in Perth, Western Australia are generally open for business, except a Saturday, Sunday and gazetted public holiday.

Board means the board of Directors.

Chairman or **Chairperson** means Mr Ashok Parekh.

Closely Related Party means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child of that member's spouse;
- (c) a dependant of that member or of that member's spouse;
- (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

Company or **MacPhersons** means MacPhersons Resources 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.

Employee means a person employed by MacPhersons.

Explanatory Statement means the explanatory statement accompanying the Notice.

Equity Securities has the meaning given in the Listing Rules.

Key Management Personnel means the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the listing rules of ASX.

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.

Related Party means a party so defined by section 228 of the Corporations Act.

Remuneration Report means that section of the Directors' report under the heading "Remuneration Report" set out

in the 2017 Annual Report.

Securities means Shares or other Equity Securities

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a shareholder of the Company.

Sophisticated or **Professional Investor** has the meanings given in Sections 708(8) to 708(11) of the Corporations Act.

Trading Days has the meaning given in the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time.

End.

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 23 November 2017 commencing at 11.00am (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 Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

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: 2016/2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. Re-election of Peter Rozenauers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(a). Ratification of issue of Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(b). Ratification of issue of Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5. Approval of Issue of Shares to Ashok Parekh	<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 to 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

Sole Director/Company Secretary

Member 2

Director

Member 3

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 11.00am (WST) on 21 November 2017). Any Proxy Form received after that time will not be valid for the Meeting.