

PROXY FORM



MACARTHUR MINERALS LIMITED

ACN 103 011 436

MEMBER/S NAME/S AND ADDRESS (insert below)

No. of Shares Held.....

Name:

Address:

I/we appoint as my/our proxy the person named below to attend and vote on my/our behalf at the Annual General Meeting of Macarthur Minerals Limited (the “**Company**”) to be held at Dexus Place, Level 31, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia on Wednesday, August 31, 2016 commencing at 10:00 a.m. (Australian Eastern Standard Time) and at any adjournment or postponement thereof (“**Meeting**”).

APPOINTMENT OF PROXY

Box A

I/we appoint
as my/our proxy or failing him/her the Chairman to exercise my/our votes for me/us on my/our behalf at the Meeting.

OR

APPOINTMENT OF CHAIRMAN

Box B

I/we appoint the Chairman to exercise all of my/our votes for me/us on my/our behalf at the Meeting.

DIRECTING YOUR PROXY HOW TO VOTE

I/we direct my/our proxy to vote in the following manner:

No*	RESOLUTION	FOR	AGAINST	ABSTAIN
1	Election of David Lenigas			
2	Re-election of Alan Spence Phillips			
3	Re-election of Cameron McCall			
4	Re-election of David Taplin			
5	Appointment of Canadian Auditor			
6	Approval of the Creation of Rare Earth Minerals as a New Control Person			
7	Amendment and Restatement of Employee Share Compensation Plan And Consultant Share Compensation Plan			
8	Alternative Resolution for Share Compensation Plans			
9	Increase Number of Common Shares that may be Issued to Insiders Under the Share Compensation Plans			

*The resolution is numbered as in the Notice of Annual General Meeting. Where there are no directions indicated on how the proxy is to vote or where both choices have been specified, the Chairman, if a designated proxy, or other person as designated proxy will have the power to vote as they see fit. Any proxies given to the Chairman which do not contain directions will be utilised to vote in favour of all resolutions.

INDIVIDUALS TO SIGN

COMPANIES TO SIGN

Executed in accordance with the Company’s constitution

.....

.....

EXECUTION BY ATTORNEY

Executed by.....
(insert name of attorney)

Director

.....
Director/Secretary

.....
(attorney to sign here) as attorney for

OR

Affix seal if required

.....
(insert name of individual or company)

.....
Sole Director and Sole Company Secretary

The authority or a certified copy of the authority under which the appointment is signed must be attached.

DATED

NOTES FOR COMPLETION OF PROXY FORM

MACARTHUR MINERALS LIMITED
ACN 103 011 436

THIS PROXY IS SOLICITED BY THE MANAGEMENT OF MACARTHUR MINERALS LIMITED

APPOINTMENT OF PROXY (see proxy form)

- **To appoint a single proxy** - tick **BOX A**, complete name of proxy and sign proxy form; **OR**
- **To appoint the Chairman only** - tick **BOX B** and sign proxy form

A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and to join in the demand for a poll.

If you mark the abstention box for a particular item, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint a maximum of two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. If two proxies are appointed by one Shareholder neither of them will be entitled to vote on a show of hands at the Meeting.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). A corporate shareholder who intends to appoint a representative, **MUST** present to the Company or Chairman prior to the commencement of the Meeting a properly executed authority from the corporation in favour of the person attending. Please contact the Company if you require a corporate representative appointment form.

The securities represented by this proxy will be voted in accordance with the instructions of the holder, on any ballot or poll that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may be properly come before the meeting or any adjournment or postponement thereof.

HOW TO SIGN PROXY FORM

- The proxy form must be signed by the member or by the member's attorney. If a joint holding then either shareholder may sign.
- If the proxy is signed by a person who is not the registered shareholder, then the relevant authority or a certified copy should either have been exhibited previously to the Company or be enclosed with this proxy.
- If sent by fax then the authority must be certified.
- If the member is a corporation, the proxy form must be signed in accordance with its constitution and relevant legislation (section 127 of the *Corporations Act 2001* (Cth)), or under the hand of an authorised officer or attorney who has not received any notice of revocation. A person intending to vote shares held in the name of a corporation **MUST** bring a properly executed authority from the corporation in favour of the person attending.

DEADLINE FOR RECEIPT OF PROXIES

This proxy form must be lodged with the Company by **7:00 a.m. on Saturday, August 27, 2016 (Australian Eastern Standard Time) or Friday, August 26, 2016 at 5:00 pm (Eastern Daylight Time) or 2:00 p.m. (Pacific Daylight Time)** at one of the following addresses:

- Sent by post to: **Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto ON M5J 2Y1**
- Sent by fax to: **1-866-249-7775 (Toll Free North America) or +1-416-263-9524 (International)**
- Sent by email to: **service@computershare.com**
- Hand delivered to: **Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto ON M5J 2Y1**

Proxy forms may also be delivered to the Company's registered office at Level 20, 10 Eagle Street, Brisbane, Queensland, Australia, posted to the Company at PO Box 7031, Brisbane, Queensland, 4001, Australia or by facsimile to the Company on 07 3221 6152 or +617 3221 6152 (if sent from overseas).

NON-REGISTERED SHAREHOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most North American shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your shares through a broker, you are likely to be a non-registered holder. The various brokers and other Nominees have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by non-registered shareholders in order to ensure that their shares are voted at the Meeting. Often the form of proxy supplied to a non-registered shareholder by its Nominee is identical to the form of proxy provided by the Company to the registered shareholders, however, its purpose is limited to instructing the Nominee how to vote on behalf of the non-registered shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and the United States. A non-registered shareholder who receives a Broadridge voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of shares must be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted.

VOTING ENTITLEMENT

The directors of the Company have set 7:00 a.m. on Saturday, July 30, 2016 (Australian Eastern Standard Time) or 5:00 p.m. (Eastern Daylight Time) or 2:00p.m (Pacific Daylight Time) on Friday, July 29, 2016 as the record date for determining Shareholders entitled to receive this Notice of Meeting and Information Circular (“**Notice Record Date**”). Shareholders who are registered on the Company’s register of members on the Notice Record Date or by 7:00 a.m. Tuesday August 30, 2016 (Australian Eastern Standard Time) or 5:00 p.m. (Eastern Daylight Time) or 2:00p.m. (Pacific Daylight Time) on Monday, August 29, 2016) (“**Final Record Date**”) are entitled to vote at the Meeting (“**Registered Shareholders**”). Accordingly, all Registered Shareholders not appearing on the Company’s register of members on the Notice Record date or by the Final Record Date will be disregarded in determining entitlements to attend and vote at the Meeting.

