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HERON RESOURCES LTD

ACN: 068 263 098

REGISTERED OFFICE:LEVEL 7
191 CLARENCE STREET
SYDNEY NSW 2000
AUSTRALIA**SHARE REGISTRY:**

Security Transfer Australia Pty Ltd

All Correspondence to:PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

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Code:

HRR

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

 The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm AEDT on Wednesday 29 November 2017 at The Grace Hotel, York Room, Level 1, 77 York Street, Sydney New South Wales, 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Important for Resolutions 1 and 6 to 14: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intentions below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 and 6 to 14 even though the items are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Heron. However, where the Chair of the Meeting is the related party the subject of Resolutions 7 to 13 or is an associate of the related party, the Chair of the Meeting will be excluded from voting undirected proxies.

RESOLUTION	For	Against	*Abstain	For	Against	*Abstain
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
2. RE-ELECTION OF BORDEN PUTNAM III AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3. RE-ELECTION OF PETER ROZENAUEERS AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4. RE-ELECTION OF RICARDO DE ARMAS AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5. CONSOLIDATION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
6. APPROVAL OF LONG TERM INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
7. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR WAYNE TAYLOR, MANAGING DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
8. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR STEPHEN DENNIS, CHAIRMAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MS FIONA ROBERTSON, NON EXECUTIVE DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
10. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR BORDEN PUTNAM III, NON EXECUTIVE DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
11. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR MARK SAWYER, NON EXECUTIVE DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
12. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR PETER ROZENAUEERS, NON EXECUTIVE DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
13. APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR RICARDO DE ARMAS, NON EXECUTIVE DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
14. APPROVAL TO INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2:00pm AEDT on Monday 27 November 2017.

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My/Our contact details in case of enquiries are:

Name:

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Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

