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9 October 2013

Listed Company Relations
New Zealand Exchange Limited
Level 2, NZX Centre
11 Cable Street
Wellington, New Zealand

Company Announcements Platform
Australian Securities Exchange
10th Floor, 20 Bond Street
Sydney
NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

Following is the Notice of Annual General Meeting of Bathurst Resources (New Zealand) Limited (ASX / NZX: BRL) being dispatched to shareholders today.

Since the printing of this Notice of Meeting, the Company has been advised that it is on the list of constituents of the ASX300 list. ASX listed companies that make up the ASX300 list are not permitted to apply for the additional 10% placement facility.

Therefore the Company intends to withdraw Resolution 5, Approval of Placement Facility, at its meeting to be held on Thursday 31 October 2013 at 3.30 p.m. (NZST).

Yours sincerely

BATHURST RESOURCES (NEW ZEALAND) LIMITED

A handwritten signature in black ink, appearing to read 'M. Maine', written in a cursive style.

MARSHALL MAINE
Company Secretary

BATHURST RESOURCES (NEW ZEALAND) LIMITED

CN 4382538

Notice of Annual General Meeting Proxy Form and Explanatory Statement

Date of Meeting

Thursday 31 October 2013

Time of Meeting

3.30pm (NZST)

Place of Meeting

Offices of Chapman Tripp, Level 17, 10 Customhouse Quay, Wellington,
New Zealand

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BATHURST RESOURCES (NEW ZEALAND) LIMITED CN 4382538 (“Bathurst”/the “Company”) WILL BE HELD AT THE OFFICES OF CHAPMAN TRIPP, LEVEL 17, 10 CUSTOMHOUSE QUAY, WELLINGTON, NEW ZEALAND ON THURSDAY 31 OCTOBER 2013, AT 3.30 PM (NZST).

AGENDA

BUSINESS

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

ORDINARY BUSINESS

To receive and consider the annual financial report of the Company and the reports of the Directors and the Auditors for the financial year ended 30 June 2013.

Note: A copy of the Company’s 2013 Annual Report is available at <http://www.bathurstresources.com.au>.

RESOLUTIONS

1. **Resolution 1 – Election of Mr David Frow as a Director**

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

“That, Mr Frow, who retires in accordance with the NZSX Listing Rule 3.3.6 and being eligible offers himself for re-election, be elected as a Director.”

2. **Resolution 2 – Re-election of Mr Craig Munro as a Director**

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

“That, Mr Craig Munro, who retires in accordance with the NZSX Listing Rule 3.3.11, and being eligible, offers himself for re-election, be re-elected as a Director.”

3. **Resolution 3 – Re-election of Mr Rob Lord as a Director**

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

“That, Mr Rob Lord who retires in accordance with the NZSX Listing Rule 3.3.11, and being eligible, offers himself for re-election, be re-elected as a Director.”

4. **Resolution 4 – Ratification of issue of 104,887,100 shares to institutional and other sophisticated and professional investors**

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

“That for the purposes of NXSZ Listing Rule 7.3.5 and ASX Listing Rule 7.4 and all other purposes, the issue of 104,887,100 Shares to institutional and other sophisticated and professional

shareholders, as more fully described in the explanatory notes accompanying this notice of meeting be approved.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue of Shares referred to in Resolution 4 and their associates. However, the Company will not disregard a vote if:-

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

5. Resolution 5 – Approval of Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **Special Resolution** the following:

“That, for the purposes of ASX Listing Rule 7.1A, subject to NZSX Listing Rule 7.3.5 and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by:-

- (a) persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary shares, if the Resolution is passed; and
- (b) an associate of that person.

However, the Company need not disregard a vote if:

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

6. Resolution 6 – Approval for the grant of 1,845,992 Performance Rights to Hamish Bohannon

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:-

“That for the purposes of NZSX Listing Rule 7.3.1(a) and ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the grant of 1,845,992 Performance Rights to Hamish Bohannon, Managing Director of the Company, under the Bathurst Resources (New Zealand) Limited Long Term Incentive Plan on the terms and conditions contained in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion Statement

In accordance with NZSX Listing Rule 9.3 and ASX Listing Rule 10.14, the Company will disregard any votes cast on Resolution 6 by a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and an associate of a director of the Company.

However, the Company will not disregard a 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.

7. Resolution 7 – Auditor’s Remuneration

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

“That, the directors be authorised to fix the remuneration of PricewaterhouseCoopers as auditor for the ensuing year.

BY ORDER OF THE BOARD

Craig Munro
Chairman
Dated 20 September 2013

ENTITLEMENT TO ATTEND AND VOTE

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a Shareholder of the Company as at 5 p.m. (NZST) on Tuesday 29 October 2013. This is because, the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate Representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's share registry.

Voting by Proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting (see above).

In order to appoint a proxy, a Shareholder will need to complete and return the Proxy/Voting Form attached to this Notice of Meeting.

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number below no later than 3.30 pm (NZST) Tuesday 29 October 2013, being 48 hours before the time of the meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

The Chairman of the meeting or any other director who is appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution..

Share Registry

Online

www.investorvote.co.nz

By mail

Computershare Investor Services Limited
Private Bag 92119
Auckland 1142 New Zealand

By fax

+64 9 488 8787

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

Explanatory Statement

This Explanatory Statement is for the information of Shareholders of BATHURST RESOURCES (NEW ZEALAND) LIMITED (the 'Company') in connection with Resolutions to be considered at the Annual General Meeting of the Company to be held on Thursday 31 October 2013 at 3.30 p.m. (NZST). If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

Ordinary Business

Annual Financial Report

The Annual Report 2013 (including the financial statement, Directors' report and Auditor's report for the financial year ended 30 June 2013) is available for review by Shareholders at www.bathurstresources.com.au and will be tabled at the Meeting.

Whilst there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2013;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1 - To Elect Mr David Frow as a Director

NZSX Listing Rule 3.3.6 requires that any person who is appointed as a director by the directors shall retire from office at the next annual meeting but shall be eligible for election at that meeting.

Mr David Frow therefore retires at the forthcoming Annual General Meeting in accordance with the NZSX Listing Rule 3.3.6 and being eligible, has offered himself for election at the meeting.

Mr Frow was appointed to the Board on 12 July 2013 as an Independent Director. He is a widely experienced company director, CEO and engineer who has played an extensive and highly successful role in a number of industries. He has held directorships of a wide range of organisations from stock exchange listed companies to small entrepreneurial start-ups. He has particular expertise in the energy sector where he has been employed by major companies in New Zealand, South Africa, England and Scotland.

Mr Frow also has experience in the field of executive coaching and has mentored a number of senior executives providing significant strategic and management development skills across a range of diverse companies.

He has a Mechanical Engineering Degree and is a graduate of the Harvard Business School Advanced Management Programme. He was honoured as a Fellow of the Institute of Professional Engineers of New Zealand and is a member of the Institute of Directors.

Mr Frow is currently a director of Aurora Energy Ltd, Delta Utility Services Ltd., Holmes Fire LP, ETEL Ltd, ETEL Transformers Pty Ltd (Australia) and Advisory Board Chairman for Petroleum Solutions Ltd.

The Board of Directors, with Mr Frow abstaining, recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 - To Re-elect Mr Craig Munro as a Director

NZSX Listing Rule 3.3.11 requires that at least one third of the directors, or if their number is not a multiple of 3, then the nearest to one third shall retire from office at the annual meeting each year but shall be eligible for re-election at that meeting.

Mr Munro therefore retires at the forthcoming Annual General Meeting in accordance with the NZSX Listing Rule 3.3.11, and being eligible, has offered himself for re-election.

Mr Munro was appointed to the Board on 27 March 2013 as an Independent Director. He started his career as an accountant with Humes Limited and moved into the resources sector by joining Cliffs WA Mining (manager of the Robe River Iron Ore Project) holding various accounting and finance roles until becoming Assistant General Manager Finance and Administration for the company.

Mr Munro then held senior finance and corporate roles with coal, gold and copper mining companies before joining Aquarius Platinum as Finance Director and subsequently joining Anvil Mining Limited as Senior Vice President Corporate and Chief Financial Officer.

Mr Munro has sat on a number of boards over the past 25 years including Aquarius Platinum Limited, Kroondal Platinum Mines Limited, Pegasus Metals Limited, Gallery Gold Limited and Humanis Group Limited. Craig is currently a director of Energy and Minerals Australia Limited.

Craig is a Fellow Certified Practicing Accountant, Fellow of the Institute of Company Directors and Fellow of the Australasian Institute of Mining and Metallurgy.

The Board of Directors, with Mr Munro abstaining, recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 - To Re-elect Mr Rob Lord as a Director

NZSX Listing Rule 3.3.11 requires that at least one third of the directors, or if their number is not a multiple of 3, then the nearest to one third shall retire from office at the annual meeting each year but shall be eligible for re-election at that meeting.

Mr Lord therefore retires at the forthcoming Annual General Meeting in accordance with the NZSX Listing Rule 3.3.11, and being eligible, has offered himself for re-election.

Mr Lord was appointed to the Board on 27 March 2013 as an Independent Director. He has held senior leadership roles in the pulp and paper, and mining industries, as well as current involvement in the global shipping and logistics business. He has also sat on 9 boards and councils since 1998.

After graduating with an MBA with first class honours in 1986, Mr Lord began a 19 year career in the pulp and paper industry, rising to Executive Vice President of the Australasian region for Norske Skog Industrier, the world's largest producer of newspaper and magazine paper.

In 2007, Mr Lord was appointed Managing Director and CEO of Gloucester Coal Limited and led the company into the ASX 200 with a market capitalisation of A\$600 million and rise in share price from A\$4.85 to A\$7.00 following a takeover bid by Noble Group Limited.

Mr Lord is currently Regional Director Oceania of global shipping company Wallenius Wilhelmsen Logistics, a leading player in its field.

Mr Lord's membership on boards includes NSW Ministerial Forest and Forest Products Advisory Council, Federal Government Australian Forest and Wood Products Advisory Council, New South Wales Mineral Council Coal Committee. He was previously chairman of the Australian Plantation Products and Paper Industry Council.

Mr Lord has also been a member of the International CEO forum in Australia, the Australian Institute of Company Directors and a member of the New Zealand Business Roundtable.

The Board of Directors, with Mr Lord abstaining, recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Ratification of issue of 104,887,100 shares to institutional and other sophisticated and professional investors

NZSX Listing Rule 7.3.5 and ASX Listing Rule 7.1 imposes limits on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval. Under ASX Listing Rules, generally a company must not, without prior shareholder approval, issue in any 12 month period, a number of equity securities which is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue. Under NZSX Listing Rules, generally a company must not, without prior shareholder approval, issue in any 12 month period, a number of equity securities which is more than 20% of the number of fully paid ordinary shares on issue 12 months before the issue.

NZSX Listing Rule 7.3.5 and ASX Listing Rule 7.4 states that an issue by a company of equity securities made without shareholder approval under the NZSX Listing Rule 7.3.5 and ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of NZSX Listing Rule 7.3.5 and ASX Listing Rule 7.1, if the issue did not breach NZSX Listing Rule 7.3.5 and ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.

Under Resolution 4 the Company seeks shareholder approval under ASX Listing Rule 7.4 of the issue of 104,887,100 fully paid ordinary shares (Shares) to institutional and sophisticated and professional investors on 6 September 2013 under the capital raising announced by the Company on 2 September 2013.

The Company is seeking this approval in order to provide the Company with the maximum flexibility to undertake equity raisings without the need for further shareholder approval. The requirement to obtain shareholder approval for an issue, at the time of issue, could limit the Company's ability to take advantage of the opportunities that may arise. Notwithstanding an approval by shareholders of Resolution 4, any future equity raisings will remain subject to the 15% limit under ASX Listing Rule 7.1 (and the 20% limit under NZSX Listing Rule 7.3.5).

No decision has been made by the Board of Directors to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of Resolution 4. The Board of Directors will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so.

Information required by NZSX Listing Rule 6.2.1 and ASX Listing Rule 7.5:

NZSX Listing Rule 6.2.1 and ASX Listing Rule 7.5 requires that the following information be provided to shareholders when seeking an approval for the purposes of NZSX Listing Rule 7.3.5 (a)(iii) and ASX Listing Rule 7.4

- The number of shares allotted and issued was 104,887,100
- The issue price for the Shares was NZ\$0.18 per Share. This represented a discount of 10% on the closing price of the Shares on 1 September 2013 which was the last day of trading prior to the announcement to the NZSX/ASX that the Company was undertaking the capital raising.
- The Shares are fully paid ordinary shares in the Company that ranked equally with all other ordinary shares in the Company then on issue.
- The Shares were issued to various institutional and sophisticated and professional investors on 6 September 2013 following a book build that was completed on 4 September 2013.
- The funds raised have been used to fund existing operations and provide working capital in advance of receipt of resource consent for the commencement of the Escarpment Project.

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Approval of Placement Facility

Background

The Company seeks Shareholder approval to issue additional Equity Securities up to 10% of its issued share capital through issues over a 12 month period following Shareholder approval (**Placement Facility**).

Under ASX Listing Rule 7.1A, a company can, subject to shareholder approval by special resolution, issue Equity Securities up to an additional 10% of its share capital ('Placement Facility').

The Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. However, as NZSX Listing Rules cap a company's ability to issue up to a total of 20% of its issued share capital through placement, should shareholder approval be granted under this resolution and the company proceed to issue additional Equity Securities under ASX Listing Rule 7.1, it will cap such issue to 5%, thus aligning its ability to issue up to 20% under NZSX Listing Rule 7.3.5.

No decision has been made by the Board of Directors to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of Resolution 5. The Board of Directors will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so.

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

The number of Equity Securities which may be issued, or agreed to be issued, under the Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$$\text{Number of Equity Securities} = (A \times D) - E$$

Where:

- “A” is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:
- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid ordinary shares that become fully paid in the 12 months;
 - plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary 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;
 - less the number of fully paid ordinary shares cancelled in the 12 months.
- “D” is 10%
- “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 issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

NOTE: In order to comply with NZSX Listing Rules, the Company will cap any issue of additional Equity Securities to 5%.

As at the date of this Notice, the Company has 804,135,097 Shares on issue. As a result, under ASX Listing Rule 7.1A, the Company has a capacity to issue, subject to Shareholders approving Resolution 5, 80,413,409 Equity Securities. However, as mentioned above, in order to comply with NZSX Listing Rule 7.3.5, the Company will cap any issue of additional Equity Securities to 5%, being 40,206,754 Equity Securities.

The exact number of Equity Securities to be issued under the Placement Facility will be determined in accordance with the formula prescribed above at the date.

Directors' recommendation

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 5. This will allow the Company to issue securities up to a further 5% of its issued capital and raise funds or acquire assets, to align it with NZSX Listing Rules whilst preserving the Company's 15% annual limit permitted by ASX Listing Rule 7.1.

Specific information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

(a) *Minimum Issue Price*

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days 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) *Risk of Economic and Voting Dilution*

There is a risk of economic and voting dilution to existing Shareholders in approving the Placement Facility, including the risks 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 when Shareholders approved the Placement Facility; 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 issued for non-cash consideration for the acquisition of a new asset.

Following are tables that set out the potential dilution of existing Shareholders if Equity Securities are issued under the Placement Facility for 10%, being the full extent of ASX Listing Rule 7.1A and for 5%, being the maximum number of additional Equity Securities the Company may issue under NZSX Listing Rule 7.3.5:

A. ISSUE OF ADDITIONAL EQUITY SECURITIES TO 10% (ASX LISTING RULE 7.1A)

Number of issued shares		Dilution		
		NZ\$0.0935 50% decrease in Current Market Price	NZ\$0.187 Current Market Price	NZ\$0.374 100% increase in Current Market Price
Current number of issued shares 804,135,097	10% Voting Dilution	80,413,509	80,413,509	80,413,509
	Funds Raised	NZ\$7,518,663.09	NZ\$15,037,326.31	NZ\$30,074,652.36
50% increase to current number of issued shares 1,206,202,645	10% Voting Dilution	120,620,264	120,620,264	120,620,264
	Funds Raised	NZ\$11,277,994.73	NZ\$22,555,989.36	NZ\$45,111,978.73
100% increase to current number of issued shares 1,608,270,194	10% Voting Dilution	160,827,019	160,827,019	160,827,019
	Funds Raised	NZ\$15,037,326.18	NZ\$30,074,652.55	NZ\$60,149,305.10

The table above has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue 10% of total Equity Securities on issue.
- (ii) No Options 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%.
- (iv) The issue of Equity Securities under the Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (v) The issue price is \$0.187 being the closing price of the Shares on NZSX on 19 September 2013.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

B. ISSUE OF ADDITIONAL EQUITY SECURITIES TO A CAP OF 5% (TO ALIGN ISSUE WITH NZSX LISTING RULE 7.3.5)

Number of issued shares		Dilution		
		NZ\$0.0935 50% decrease in Current Market Price	NZ\$0.187 Current Market Price	NZ\$0.374 100% increase in Current Market Price
Current number of issued shares 804,135,097	5% Voting Dilution	40,206,754	40,206,754	40,206,754
	Funds Raised	NZ\$3,759,331.58	NZ\$7,518,662.99	NZ\$15,037,325.99
50% increase to current number of issued shares 1,206,202,645	5% Voting Dilution	60,310,132	60,310,132	60,310,132
	Funds Raised	NZ\$5,638,997.34	NZ\$11,277,994.68	NZ\$22,555,989.36
100% increase to current number of issued shares 1,608,270,194	5% Voting Dilution	80,413,509	80,413,509	80,413,509
	Funds Raised	NZ\$7,518,663.09	NZ\$15,037,326.18	NZ\$30,074,652.36

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue 5% of total Equity Securities on issue.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 5% 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 5%.
- (iv) The issue of Equity Securities under the Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (v) The issue price is \$0.187 being the closing price of the Shares on NZSX on 19 September 2013.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(c) *Latest Date for Issue*

The latest date by which Equity Securities may be issued is 12 months after this Meeting. Approval for the issue of Equity Securities under the Placement Facility will cease to be valid in the event that Shareholders approve a transaction under NZSX Listing Rule 9.1.1 and ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or NZSX Listing Rule 7.8 or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) *Purpose of Issue*

The Equity Securities may be issued for the following purposes:

- (i) To raise funds, in which case the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (ii) In consideration of the acquisition of new resources assets and investments, in which case the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(e) *To whom Equity Securities issued*

The Company is yet to identify the persons to whom Equity Securities will be issued to under the Placement Facility. The Company's policy for allocating Equity Securities issued under the Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:

- (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
 - (ii) In the case of an asset or investment acquisition, the nature and circumstances of the acquisition.
 - (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) Advice from corporate, financial and broking advisers (if applicable).
- The allottees may include vendors (in the case of any issue for non-cash consideration), existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (f) *Previous Shareholder Approval*
The Company has not previously applied for Shareholder approval to issue Equity Securities under ASX Listing Rule 7.1A .
 - (g) *Voting Exclusion*
A voting exclusion statement is included in this Notice of Meeting.
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, and no existing Shareholder's votes will be excluded under the voting exclusion in this Notice of Meeting.

Resolution 6 – Approval for the grant of 1,845,992 Performance Rights to Hamish Bohannan

Resolution 6 seeks to obtain Shareholder approval for the purpose of NZSX Listing Rule 7.3.1(a) and ASX Listing Rule 10.14 for the grant of Rights to Mr Hamish Bohannan under the Bathurst Resources (New Zealand) Limited Long Term Incentive Plan ('Plan'). The Performance Rights to be issued to Mr Bohannan cover the performance period from 1 July 2013 to 30 June 2014.

Background

Shareholders are being asked to approve Resolution 6 to allow Performance Rights (and Shares that may be issued upon the vesting of Performance Rights issued under the Plan) to be issued to the Company's Managing Director Mr Bohannan up to the maximum amount set out below.

The Board has determined that the grant of Performance Rights under the Plan to Mr Hamish Bohannan is an appropriate form of long term incentive for the Company's Key Management Personnel. The Board considers that Mr Bohannan is essential to the operation of Bathurst's ongoing business.

In determining Mr Bohannan's remuneration package, including the proposed issue of Performance Rights under the Plan, the Board considered and will continue to consider the scope of the role of Mr Bohannan, the business challenges facing Bathurst and market practice for the remuneration of executive officers in positions of similar responsibility. Accordingly, they have determined this proposed maximum grant of Performance Rights is, in their opinion, appropriate.

The Performance Rights will be issued subject to the Performance Conditions outlined in the Plan Rules and Plan Policy and which are summarised in Appendices 1 and 2 of this Explanatory Statement.

If shareholders approve Resolution 6, the Board of Directors will grant up to 1,845,992 Rights to Mr Bohannan.

In compliance with the information requirements of NZSX Listing Rule 7.3.1(a) and ASX Listing Rule 10.15, Shareholders are advised of the following information:

- (a) Nature of relationship between allottee and the Company
The Performance Rights are proposed to be issued to Mr Hamish Bohannan. Mr Hamish Bohannan is the Managing Director of the Company and, as such, is a related party of the Company.
- (b) Details of the maximum number of securities that may be issued
The maximum number of securities that may be acquired by Mr Hamish Bohannan under Resolution 6 is 1,845,992.
The formula used to calculate the number of securities to be issued to Mr Hamish Bohannan, subject to the passing of Resolution 6, is set out below:

$$N = \frac{\text{TFR} \times Y\%}{V}$$

Where:

- N the number of Performance Rights to be offered.
- TFR total fixed remuneration at the commencement date of the Performance Period.
- V the market value of a Share at the commencement of the Performance Period. This valuation will be based on the 5 day VWAP prior to the commencement of the Performance Period (see Appendix 1 of this Explanatory Statement).
- Y the percentage of total fixed remuneration awarded in Performance Rights, as determined by the Board.

Set out below are the variables for the formula used to calculate the number of Performance Rights that may be issued to Mr Hamish Bohannon and for which approval is sought:

Director	Total Fixed Remuneration ("TFR")	Percentage of TFR awarded in performance rights	5 day VWAP	Maximum Number of Performance Rights to be offered
Mr Hamish Bohannon	NZ\$700,000	100%	NZ\$0.19	1,845,992

If the Performance Conditions (as set out in Appendix 2 of this Explanatory Statement) are achieved to the greatest extent possible (i.e. the Company's TSR is at or above 75th percentile ranking to the Comparator Group at each test date), then each Performance Right awarded will convert into one Share on vesting. The Performance Rights to be issued to Mr Bohannon cover the performance period from 1 July 2013 to 30 June 2014.

(c) Issue price

There is no issue price for the 1,845,992 Performance Rights or the Shares upon vesting.

(d) Previous issues under the Plan

At the date of this Notice of Meeting 1,388,889 Performance Rights have been granted to Mr Hamish Bohannon and 1,719,575 performance rights have been issued to other eligible employees under the previous Bathurst Resources Ltd Plan. Other than the above no Performance Rights have been issued to any other person referred to in NZSX Listing Rule 7.3.1(a) and ASX Listing Rule 10.14 or otherwise under the Plan.

(e) Eligible participants under the Plan

Employees of the Company, who are concerned with, or take part, in the management of a member of the Company as determined by the Board from time to time are able to participate in the Plan. At present, Mr Hamish Bohannon is the only participant of the Plan.

(f) Issue date

The latest date that the Company will issue the Performance Rights under Resolution 6 will be no later than 12 months after the date of the Annual General Meeting.

(g) Terms of any loan

The Company will not be providing a loan in connection with Mr Hamish Bohannon's acquisition of Performance Rights under the Plan.

(h) Voting exclusion statement

A voting exclusion statement for Resolution 6 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

The Board of Directors, with Mr Bohannon abstaining, recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 – Auditor’s Remuneration

PricewaterhouseCoopers is the existing auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 200(1) of the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed at the annual meeting as auditor of the Company. The proposed resolution is to authorise the directors to fix the auditor’s remuneration for the following year for the purposes of section 197 of the Companies Act 1993.

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

SCHEDULE 1 - DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	Australian Securities Exchange
ASX Listing Rules	Listing rules of the ASX
NZST	New Zealand Standard Time
NZSX	NZX Limited
NZSX Listing Rules	Listing rules of NZSX
Ordinary Resolution	a resolution that has been passed by at least 50% of the votes cast by shareholders entitled to vote on the resolution.
Plan	Bathurst Resources (New Zealand) Limited Long Term Incentive Plan
Resolution	a resolution set out in the Notice of Meeting
Share	a fully paid ordinary share in the Company
Shareholder	holder of a share in the Company
Special Resolution	A resolution that has been passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution

APPENDIX 1

Summary of the Bathurst Resources (New Zealand) Limited Plan Rules

The Plan is to be administered by the Board in accordance with the Plan rules. Pursuant to the Plan rules the Plan operates in the following way:

(a) Plan Administration

The Board may administer the Plan in accordance with the Plan rules and otherwise as it determines from time to time in its absolute discretion. The Board may delegate their powers under the Plan.

(b) Eligibility

Persons eligible to participate in the Plan are employees of the Company, who are concerned with, or take part, in the management of a member of the Company and will be determined by the Board from time to time (**Eligible Executives**). Non-executive Directors are not eligible to participate in the Plan. There are currently approximately 6 Eligible Executives who will or may participate in the Plan.

No issues of securities under the Plan may be made to Directors unless Shareholders, at a general meeting of Shareholders, have approved the issue.

(c) Performance Rights

The Board may invite Eligible Executives to participate in the Plan and be issued performance rights that upon vesting entitle the holder to subscribe for Shares in respect of the vested performance rights (**Performance Rights**).

A person does not have a legal or beneficial interest in any Shares by virtue of acquiring or holding a Performance Right. Holders of Performance Rights are not entitled to participate in or receive any dividends or other Shareholder benefits in respect of a Performance Right he or she holds until Shares have been issued or transferred (as the case may be) as a result of the Performance Right vesting and having been validly exercised.

(d) Performance Conditions

The Board has an unfettered discretion to specify performance, vesting or other conditions (if any) which are required to be satisfied, reached or met before a Performance Right can vest (**Performance Conditions**).

In determining the Performance Conditions applicable to a Performance Right the Board may have regard to the Bathurst Resources (New Zealand) Limited Remuneration Policy.

(e) Operation of Plan

The Plan operates in the following way:

(i) the Board may (at their discretion) make offers under the Plan to the Eligible Executives which entitle the Eligible Executives to receive Performance Rights that will vest if they (or the Company) achieve Performance Conditions during a set period of time (**Performance Period**);

(ii) the offer must be in writing, attached a copy of the Plan rules and (amongst other things) set out:

- (A) the number of Performance Rights the Eligible Executive may apply for;
- (B) the method of calculation of the number of Performance Rights offered;
- (C) the Performance Conditions required to be satisfied before the Performance Rights vest;
- (D) the Performance Period during which the Performance Conditions must be satisfied;
- (E) the applicable exercise period and price (if any); and
- (F) any other matters the Board may determine;

- (iii) upon receipt of an offer, an Eligible Executive may accept the whole or any lesser number of Performance Rights offered and will become a participant under the Plan (**Participant**);
 - (iv) at the end of a Performance Period the Board will determine whether the Performance Conditions were met and the proportion (if any) of the Performance Rights that vest;
 - (v) if the Performance Conditions have been met, the Performance Rights will vest to the Participant and the Participant will be able to convert the Performance Rights to Shares;
 - (vi) if the Performance Conditions have not been met the Performance Rights will lapse and the Participant will not be able to convert the Performance Rights to Shares; and
 - (vii) if the Performance Conditions have been partially met, the Board will determine what percentage of the Performance Rights will vest to the Participant and what percentage of the Performance Rights will lapse. The Participant will be able to convert only those Performance Rights which have vested into Shares.
- (f) Vesting of Performance Rights
A Performance Right will vest if:
- (i) the Performance Conditions in relation to that Performance Right specified in the offer have been met within the Performance Period;
 - (ii) the participant under the Plan dies;
 - (iii) the participant under the Plan retires;
 - (iv) a change of control event occurs; or
 - (v) the Board otherwise determines that a Performance Right has vested and the Board gives the Plan participant who holds the Performance Right written notice that the Performance Right has vested.
- (g) Termination of employment
Performance Rights (whether vested or unvested) will lapse where a:
- (i) Participant's employment is terminated due to misconduct; or
 - (ii) Participant resigns from the Company.
- If a Participant ceases employment with the Company due to death or total and permanent disability:
- (iii) the Participant's vested Performance Rights remain exercisable by that Participant's estate; and
 - (iv) the Board will determine as soon as reasonably practicable after the date of the Participant's death or total and permanent disability (as applicable) how many (if any) of that Participant's unvested Performance Rights will vest.
- (h) Restrictions on dealing with Performance Rights
A Participant may not, without the prior written consent of the Board, sell, assign, transfer or otherwise deal with or dispose of a Performance Right granted under the Plan. Any Performance Rights that is disposed of without the Board's consent will automatically lapse at the time of the purported disposal
- (i) Amendment of Plan rules
Board may at any time by written instrument, or Board resolution, amend all or any of the provisions of the Plan rules.
However, any amendment must not reduce the existing rights of any Participant under the Plan in respect of any Performance Rights granted to that Participant prior to the date of the amendment, other than with the consent of the Participant (unless the amendment is to comply

with a legal and or regulatory requirement, to correct a manifest error or address possible adverse tax implications).

(j) Maximum number of Shares issued or transferred under the Plan

The number of Shares to be received on the vesting and exercise of Performance Rights issued under the Plan must not, when aggregated with the number of Shares issued under an employee incentive scheme (or which would be issued if all options or performance rights were exercised and/or vested) during the previous 5 years, must not exceed 5% of the total number of issued Shares in the Company.

(k) Termination of Plan

The Board may terminate the Plan, or suspend its operation for any period it considers desirable, at any time that it considers appropriate. The Board may not issue any further Performance Rights after the Plan has been terminated or during any period of suspension. However, the Plan rules will continue to apply to Performance Rights on issue at the date of such termination or suspension until the last of those Performance Rights lapses or are exercised.

APPENDIX 2

Bathurst Resources (New Zealand) Limited Long Term Incentive Plan Policy

In addition to the Plan rules, Bathurst has adopted the Bathurst Resources (New Zealand) Limited Long Term Incentive Plan Policy (**Policy**). The purpose of the Policy is to determine:

- (a) who will be classified as an “Eligible Executive” for the purposes of the Plan;
- (b) how the number of Performance Rights offered to each Eligible Executive will be calculated;
- (c) when offers under the Plan will be made;
- (d) what the Performance Periods of each offer will be;
- (e) what the Performance Conditions of each offer will be; and
- (f) what percentage of Performance Conditions should vest in the event that Performance Conditions are only partially satisfied.

The Policy is a guide to the Board only and does not in any way fetter the discretion of the Board to administer the Plan, in accordance with the Plan rules, and determine the number of Performance Rights that will be issued to Eligible Employees and the terms of any applicable Performance Conditions.

A summary of the Policy is set out below:

- (a) Operation of Plan and Performance Period

Each year, each Eligible Executive will receive one Offer.

The Performance Rights that are the subject of the Offer will have a Performance Period of one (1) year and, providing the Performance Conditions are satisfied, will become Vested Performance Rights in three (3) equal tranches of one third on the anniversary of the Issue Date and twelve and twenty four months thereafter.

- (b) Number of Performance Rights offered

The number of Performance Rights to be offered to will be calculated as follows:

$$N = \frac{TFR \times Y\%}{V}$$

Where:

N the number of performance rights to be offered.

TFR total fixed remuneration at the commencement date of the Performance Period.

V the market value of a Share at the commencement of the Performance Period. This valuation will be based on the 5 day VWAP prior to the commencement of the Performance Period. Where there has been no trading in Shares during the 5 trading days immediately preceding the day on which the Board resolves to offer a Performance Right, the valuation will be the last sale price recorded on the securities market of ASX.

Y the percentage of TFR awarded in performance rights, as determined by the Board.

In relation to the Managing Director “Y” may be up to a maximum 100% and in relation to other Executives “Y” may be up to a maximum 50%. However, these are guides only and do not prevent the Board using different percentages (less than the specified maximum) to determine the “Y” variable of the calculation set out above.

(c) Performance Conditions

The Performance Conditions upon which each Performance Rights will vest will be dependent upon Bathurst achieving total shareholder return (**TSR**) performance hurdles, compared to a ranking Comparator Group of companies derived from the official S&P-ASX 200 Index. The Board may include companies who are members of the S&P-ASX 300 Index to ensure the minimum number of comparator companies is maintained. The Comparator Group must include at least 10 companies.

The proportion of the Performance Rights that vest and will be exercisable into Shares will be determined based on Bathurst's TSR ranking on the relevant test date as follows:

Bathurst's relative TSR performance	Percentage of Performance Rights that Vest
Less than 50th percentile	Nil
50 th percentile	50% of the Performance Rights
Between 50 th percentile and 75 th percentile	50% of the Performance Rights plus an additional 2% for each additional percentile ranking above the 50 th percentile.
At or above the 75 th percentile	100% of the Performance Rights



Lodge your proxy



Online
www.investorvote.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

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Lodge your proxy online, 24 hours a day, 7 days a week:

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Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Securityholder Number:

PLEASE NOTE: You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by 3.30pm(NZST) Tuesday, 29 October 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. The Chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. Alternatively you can appoint a proxy online at www.investorvote.co.nz

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Attending the Meeting

Shareholders who plan to attend the meeting are asked to arrive at the venue at least 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form must be signed by a Director jointly with either another Director or a Company Secretary, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Corporate Representatives

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's share registry.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Bathurst Resources (New Zealand) Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual General Meeting of Bathurst Resources (New Zealand) Limited to be held at the offices of Chapman Tripp, Level 17, 10 Customhouse Quay, Wellington, New Zealand on Thursday 31 October 2013 at 3.30pm** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business		For	Against	Proxy Discretion	Abstain
Resolution 1	That, Mr Frow, who retires in accordance with NZSX Listing Rule 3.3.6 and being eligible offers himself for election, be elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	That, Mr Craig Munro, who retires in accordance with the NZSX Listing Rule 3.1.11, and being eligible, offers himself for re-election, be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That, Mr Rob Lord who retires in accordance with the NZSX Listing Rule 3.3.11, and being eligible, offers himself for re-election, be re-elected as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	That for the purposes of NZSX Listing Rule 7.3.5 and ASX Listing Rule 7.4 and all other purposes, the issue of 104,887,100 Shares to institutional and other sophisticated and professional shareholders, as more fully described in the explanatory notes accompanying this Notice of Meeting be approved	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	That, for the purposes of ASX Listing Rule 7.1A, subject to NZSX Listing Rule 7.3.5 and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A 2 and on the terms and conditions in the Explanatory Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	That for the purposes of NZSX Listing Rule 7.3.1(a) and ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the grant of 1,845,992 Performance Rights to Hamish Bohannon, Managing Director of the Company, under the Bathurst Resources (New Zealand) Limited Long Term Incentive Plan on the terms and conditions contained in the Explanatory Notes to this Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	That, the directors be authorised to fix the remuneration of PricewaterhouseCoopers as auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1 	Securityholder 2 	Securityholder 3
or Sole Director and Sole Company Secretary	or Director	or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual General Meeting of Bathurst Resources (New Zealand) Limited to be held at the offices of Chapman Tripp, Level 17, 10 Customhouse Quay, Wellington, New Zealand on Thursday 31 October 2013 at 3.30pm