



**BATHURST RESOURCES LTD**

**ACN 125 679 469**

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**TO SHAREHOLDERS**

**FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON**

**THURSDAY 20 NOVEMBER 2008 AT THE MARQUE HOTEL PERTH,**

**24 MOUNT STREET, PERTH, WESTERN AUSTRALIA**

**AT 9.00 AM**

*You are encouraged to attend the meeting, but if you cannot, you are requested to complete and return the enclosed Proxy Form without delay to  
PO Box 902, West Perth, Western Australia, 6872,  
or by facsimile on facsimile number +618 9482 0505.*

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**NOTICE OF MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of BATHURST RESOURCES LTD ("**Bathurst**" or "**the Company**") will be held on the date and at the location and time specified below:

**DATE:** Thursday, 20 November 2008

**LOCATION:** The Marque Hotel, 24 Mount Street, Perth, Western Australia

**TIME:** 9.00 am

**BUSINESS:** The business to be transacted at the Annual General Meeting is the proposal of the Resolutions set out below:

**Financial Statements and Reports**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2008 together with the declaration of the directors, the directors' report, and the auditor's report.

**RESOLUTION 1 ~ ADOPTION OF REMUNERATION REPORT (NON-BINDING)**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Director's Report in the Annual Report for the year ended 30 June 2008".*

**RESOLUTION 2 ~ RE-ELECTION OF MR RICHARD MONTI**

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

*"That Mr Richard Monti, a Director of the Company, having retired in accordance with clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company."*

**RESOLUTION 3 ~ RE-ELECTION OF MR FRANK ASHE**

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

*"That Mr Frank Ashe, a Director of the Company, having retired in accordance with clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company."*

**RESOLUTION 4 ~ RATIFICATION OF SHARE ISSUE**

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

*"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the Shareholders hereby ratify and authorise the allotment and issue of 3,150,000 fully paid ordinary shares to clients of Bligh Capital Pty Ltd on such terms and conditions as set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

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**NOTICE OF MEETING**

**BY ORDER OF THE BOARD**



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**RICHARD MONTI**  
Director

**DATED** 20 October 2008.

**NOTES**

A member entitled to vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote for the member at the Annual General Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Annual General Meeting the member may appoint 2 proxies. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half of the votes. A proxy form is attached at the back of this booklet.

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**EXPLANATORY MEMORANDUM  
TO SHAREHOLDERS**

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 9.00am (WST) on 20 November 2008 at The Marque Hotel, 24 Mount Street, Perth, Western Australia.

This 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.

**1. RESOLUTION 1 ~ DIRECTORS' REMUNERATION (NON-BINDING)**

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report as set out in the Directors' Report in the Annual Financial Report of the Company, as posted to Shareholders or available on the Company's website to Shareholders to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting prior to voting on Resolution 1.

**2. RESOLUTION 2 ~ RE-ELECTION OF MR RICHARD MONTI**

Clause 13.2 of the Company's Constitution requires that one third of all the Directors shall retire from office at each Annual General Meeting of the Company. A retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Richard Monti retires and seeks re-election.

**EXPLANATORY MEMORANDUM  
TO SHAREHOLDERS**

**3. RESOLUTION 3 ~ RE-ELECTION OF MR FRANK ASHE**

Clause 13.2 of the Company's Constitution requires that one third of all the Directors shall retire from office at each annual general meeting of the Company. A retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Frank Ashe retires and seeks re-election.

**4. RESOLUTION 4 ~ RATIFICATION OF SHARE ISSUE**

On 10 September 2008 the Company announced that it had agreed to issue a total of 3,150,000 fully paid ordinary shares at 32 cents per share (within the Company's 15% share issue capacity).

The shares under Resolution 4 were issued and allotted on 11 September 2008 to sophisticated investors, existing Shareholders and other clients of Bligh Capital Pty Ltd. None of the allottees were related parties of the Company.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX 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% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The following information is provided for Resolution 4 for the purpose of ASX Listing Rule 7.5:

- a) 3,150,000 fully paid ordinary shares were issued;
- b) the issue price was 32 cents per share;
- c) the shares issued were all fully paid ordinary shares in the capital of the Company and rank pari passu in all respects with the Company's existing Shares;
- d) The Company raised \$1,008,000 before costs from this issue. The funds will be used to fund working capital in respect of the Company's coal production project in the Appalachian Valley Coal Fields of Kentucky, USA; and
- e) The shares were allotted and issued to sophisticated investors, being clients of Bligh Capital Pty Ltd.

**Other:**

The directors recommend that Shareholders vote in favour of Resolution 4.

# PROXY FORM

**Bathurst Resources Ltd**

ACN 125 679 469

**All correspondence to:**

Bathurst Resources Ltd

PO Box 902

West Perth WA 6872

Phone: 08 9482 0500

Facsimile: 08 9482 0505

I/We

\_\_\_\_\_  
(insert name of holder – please print)

Of

\_\_\_\_\_  
(insert address of holder – please print)

## Appointment of Proxy

I/We being member/s of Bathurst Resources Ltd and entitled to attend and vote hereby appoint

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

OR

Write here the name of the person you are  
appointing if this person **is someone other  
than** the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman 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 Bathurst Resources Ltd to be held at The Marque Hotel, 24 Mount Street, Perth, Western Australia on Thursday 20 November, 2008 at 9.00 am and at any adjournment of that meeting.

### IMPORTANT: FOR RESOLUTIONS 1 to 4 BELOW

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Resolutions 1 to 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 1 to 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 4.

## Voting directions to your proxy - please mark X to indicate your directions

### Ordinary Business

RESOLUTION 1 ~ ADOPTION OF REMUNERATION REPORT

For Against Abstain

RESOLUTION 2 ~ RE-ELECTION OF MR RICHARD MONTI

RESOLUTION 3 ~ RE-ELECTION OF MR FRANK ASHE

RESOLUTION 4 ~ RATIFICATION OF SHARE ISSUE

## PLEASE SIGN HERE

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

Individual or Securityholder 1

Sole Director and Sole Company  
Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

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# How to complete the Proxy Form

## 1. Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

## 2. Appointment of a Proxy

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

## 3. Votes on Item of Business

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

## 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

## 5. Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting scheduled for 9.00 am on Thursday 20 November 2008. Any Proxy Form received after that time (9.00am Tuesday 18 November 2008) will not be valid for the scheduled meeting.

## Documents may be lodged:

<i>By mail or in person –</i> Bathurst Resources Ltd Level 2, 16 Altona Street West Perth WA 6005	<b>OR</b>	<i>By facsimile –</i> Within Australia (08) 9482 0505 Outside Australia +618 9482 0505
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