



Bathurst
RESOURCES LTD

ACN 125 679 469

BATHURST RESOURCES LTD

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NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

TO SHAREHOLDERS

FOR A GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON

FRIDAY 23 APRIL 2010 AT 9 AM

AT CWA HOUSE 1176 HAY STREET WEST PERTH WA 6005

*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 389, West Perth, Western Australia, 6872,
or by facsimile on facsimile number +618 9322 7211.*

NOTICE IS HEREBY GIVEN that a 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: FRIDAY 23 APRIL 2010

LOCATION: CWA HOUSE 1176 HAY STREET WEST PERTH WA 6005

TIME: 9 AM

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

RESOLUTION 1 ~ APPROVAL OF ISSUE OF SECURITIES

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

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, this meeting approves the offer and issue of up to 125,000,000 ordinary fully paid shares ("Placement Share Issue") on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who is likely to participate 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.

BY ORDER OF THE BOARD



GRAHAM ANDERSON
Secretary

DATED 24 March 2010

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 book.

For personal use only

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 General Meeting to be held at 9.00am (WST) on 23 April 2010 at CWA HOUSE 1176 HAY STREET West Perth WA 6005

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~ PLACEMENT ISSUE OF SECURITIES

General

As the company requires the flexibility to take advantage of business opportunities as they arise such as the recently announced coal opportunities in Kentucky, USA or New Zealand.

Specific Information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to the issue of shares contemplated by resolution 12:

- (i) The maximum number of securities to be issued is 125,000,000.
- (ii) The shares will be issued no later than 3 months after the date of this General Meeting, and allotment may be on a progressive basis over that period.
- (iii) The shares will each be issued at no less than 80% of the average market price of Bathurst shares. The average is calculated over the five trading days immediately prior to the issue of shares, or, if there is a prospectus, over the last five trading days before the date of the prospectus.
- (iv) The shares will rank equally with the existing ordinary shares and will be quoted on the ASX.
- (v) It is intended that the allottees of the Placement Share Issue will comprise a small number of investors, mainly fund managers and institutional investors, however the Directors will make that determination based on market conditions and investor appetite. Related parties of the Company will not participate in the placement.
- (vi) The funds raised will be used for the purposes of paying the initial deposit required for the Buller Coal Project under the joint venture agreement and for general working capital.

PROXY FORM

Bathurst Resources Ltd
ACN 125 679 469

All correspondence to:
Bathurst Resources Ltd
PO Box 389
West Perth WA 6872
Phone: 08 9322 2700
Facsimile: 08 9322 7211

I/We _____
(insert name of holder – please print)

Of _____
(insert address of holder – please print)

Appointment of Proxy

I/We being a shareholder/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 General Meeting of Bathurst Resources Ltd to be held at CWA HOUSE 1176 HAY STREET West Perth WA 6005 on 23 April 2010 and at any adjournment of that meeting.

Voting directions to your proxy – please mark X to indicate your directions
Ordinary Business

For Against Abstain

RESOLUTION 1 ~ APPROVAL FOR PLACEMENT OF SECURITIES

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**

Contact Name

Securityholder 2

Director

Contact Daytime Telephone

Securityholder 3

Director/Company Secretary

Date

For personal use only

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:

- 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.
- 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 Any Proxy Form received after that time () will not be valid for the scheduled meeting.

Documents may be lodged:

<i>By mail or in person</i> – Bathurst Resources Ltd SUITE 2, 35-37 Havelock St West Perth WA 6005	OR	<i>By facsimile</i> – Within Australia (08) 9322 7211 Outside Australia +618 -9322 7211
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