



Bathurst
RESOURCES LTD

ACN 125 679 469

BATHURST RESOURCES LTD

ACN 125 679 469

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

TO SHAREHOLDERS

FOR A GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON

18th AUGUST 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: 18th AUGUST 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 ~ RATIFICATION 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 all purposes, Shareholders approve and ratify the allotment and issue of 12,500,000 Shares to the parties, for the purposes and on the terms set out in the Explanatory Statement."

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.

RESOLUTION 2 ~ APPROVAL FOR THE ISSUE OF OPTIONS TO HAMISH BOHANNAN

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

"That the issue of 5,000,000 Options to Hamish Bohannan, and the issue of Shares following exercise of such Options to Hamish Bohannan be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, on the terms set out in the Explanatory Statement".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Hamish Bohannan and any of his 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.

RESOLUTION 3 ~ APPROVAL FOR THE ISSUE OF OPTIONS TO CRAIG MUNRO

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

"That the issue of 2,000,000 Options to Craig Munro, and the issue of Shares following exercise of such Options to Craig Munro be approved for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, on the terms set out in the Explanatory Statement".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Craig Munro and any of his 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.

For personal use only

RESOLUTION 4 ~ APPROVAL FOR THE ISSUE OF OPTIONS TO GERRY COOPER

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

"That the issue of 2,500,000 Options to Gerry Cooper, and the issue of Shares following exercise of such Options to Gerry Cooper be approved for the purposes of ASX Listing Rule 10.11, and for all other purposes, on the terms set out in the Explanatory Statement".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Gerry Cooper and any of his 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 15th July 2010

NOTES

A member entitled to vote at this General Meeting is entitled to appoint a proxy to attend and vote for the member at the General Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the 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.

The Company may specify a time, not more than 48 hours before the meeting at which a "snap-shot" of shareholders will be taken for the purpose of determining shareholder entitlements to vote at the meeting.

The Company's directors have determined that all shares of the Company that are quoted on ASX at 5.00pm (WST) on 17th August shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

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 18th August 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~ RATIFICATION OF ISSUE OF SECURITIES

1.1 Background

On 16 March 2010 the Company announced the placement of 12,500,000 shares at 8 cents per share to sophisticated investors.

1.2 Listing Rule 7.4

Listing Rule 7.1 provides that the prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue (with certain exceptions).

Listing Rule 7.4 allows issues of securities made without approval under Listing Rule 7.1 to be treated as having been made with approval for the purpose of Listing Rule 7.1 if:

- (a) the issue did not breach Listing Rule 7.1; and
- (b) the company's members subsequently approve it.

Accordingly, under Resolution 1, the Company seeks Shareholder approval for the purposes of Listing Rule 7.4 for the issue of 12,500,000 Shares as announced on 16 March 2010 to ensure that the Company does not use up or exceed its 15% capacity and retains the capacity to issue further securities.

1.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is given to Shareholders:

- (a) 12,500,000 Shares were issued;
- (b) the Shares were issued at a price of \$0.08 per Share;
- (c) the Shares were issued as fully paid on the terms set out in Annexure A and rank equally with the existing Shares on issue;
- (d) the Shares were issued to sophisticated investor clients of Triple C Consulting and Macquarie Equities Ltd; and
- (e) the shares were issued to raise working capital.

The Board believes that the ratification of this issue is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 1 as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. The Chairman intends to vote undirected proxies in favour of this resolution.

For personal use only

2. RESOLUTIONS 2 - 4 ~ APPROVAL FOR THE ISSUE OF OPTIONS TO DIRECTORS

2.1 General Background

Shareholders are being asked to approve Resolutions 2 to 4 in connection with the issue of Options to Mr Hamish Bohannan ("HB"), Mr Craig Munro ("CM") and Mr Gerald Cooper ("GC") as Directors of the Company. A total of 9,500,000 Options to subscribe for shares at \$0.15 each on or before 30 September 2013 will be issued collectively to HB, CM and GC.

HB, CM and GC are related parties for the purposes of the Corporations Act. Resolutions 2 to 4 are therefore required to be passed before the issues can proceed.

2.2 Approval of the Issue of Securities (Resolutions 2 to 4)

The Resolutions seek shareholder approval in order to comply with the requirements of ASX Listing Rule 10.13 and section 208 of the Corporations Act. If approval is given by shareholders under Listing Rule 10.13 (as an exception to Listing Rule 10.11), separate shareholder approval is not required under Listing Rule 7.1.

Each of these requirements is addressed below.

2.3 ASX Listing Rule 10.11

Under Resolutions 2 to 4, the Company seeks approval from Shareholders for the issue of a total of 9,500,000 Options collectively to HB, CM and GC who by virtue of their positions as Directors of the Company are therefore regarded as related parties of the Company.

Listing Rule 10.11 provides that a company must not issue equity securities (including options to acquire shares) to a director of the company unless the issue has been approved by shareholders by ordinary resolution.

The Options will be granted for nil consideration, exercisable at \$0.15 each on or before 30 September 2013. A total of 9,500,000 Options may be issued if Resolutions 2 to 4 are approved. The Options will provide an incentive to HB, CM and GC to enhance the future value of the Shares, for the benefit of all Shareholders. The Company will issue the Options under Resolution 2 to 4 within one month after Shareholder approval.

The Company will raise a total of \$1,425,000 if all the Options are exercised and Shares are subscribed for during the exercise period. These funds will be used to fund the evaluation, acquisition and exploration of existing and additional projects and general working capital requirements. There is no guarantee that the Options will be exercised at any time.

The Company intends to issue the Options the subject of these Resolutions as soon as practicable following the General Meeting, and in any event, no later than 1 month after the general meeting.

The Options will be issued on the terms and conditions set out in Annexure B to this Explanatory Statement. The Company will not apply to ASX for Official Quotation of the Options.

2.4 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of the Director Options contemplated by Resolutions 2 to 4 constitutes the provision of a financial benefit to related parties. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

A "related party" is widely defined under the Corporations Act, and includes Directors of the Company. HB, CM and GC are related parties of the Company for the purposes of section 229 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if

the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

1. the giving of the financial benefit falls within one of the exceptions to the provision;
or
2. prior shareholder approval is obtained to the giving of the financial benefit.

2.5 Information Requirements

For the purposes of Chapter 2E, HB, CM and GC are each related parties of the Company.

For the purposes of section 219 of the Corporations Act the following information is provided to shareholders to enable them to assess the merits of the resolutions.

2.6 The Related Party to Whom the Proposed Resolutions Would Permit the Benefit to be Given

Hamish Bohannan, Craig Munro and Gerald Cooper ("Related Parties").

2.7 The Nature of the Financial Benefit

The proposed financial benefit to be given is the issue of a total of 9,500,000 Options to the Related Parties as specified in the table below. Options will be issued on the terms set out in Annexure B to this Explanatory Statement.

The Company currently has on issue 224,924,333 Shares, 6,966,667 listed Options and 18,900,000 unlisted Options. On the assumption that all of the existing Options (unless otherwise specified) are not exercised, the Relevant Interests of the Related Parties is set out in the table below. Using the same assumption and further assuming:

- (a) the Related Parties exercise their existing Options;
- (b) the Related Parties exercise the Options to be issued under Resolutions 2 to 4; and
- (c) no more Shares or Options are issued exercised by the Company,

("Assumptions"), the Relevant Interests of the Related Parties in Shares before and after the transactions described in this Notice of Meeting is set out in the Relevant Interests Table below:

RELEVANT PARTY WITH RELEVANT INTERESTS	NUMBER OF SHARES HELD AS AT THE DATE OF NOTICE OF MEETING	SHARES HELD AS AT THE DATE OF NOTICE OF MEETING %	NUMBER OF OPTIONS HELD AS AT THE DATE OF NOTICE OF MEETING	OPTIONS HELD AS AT THE DATE OF NOTICE OF MEETING %	NUMBER OF OPTIONS TO BE ISSUED	OPTIONS TO BE ISSUED %	NUMBER OF SHARES ON ISSUE (BASED ON ASSUMPTIONS)	SHARES ON ISSUE (BASED ON ASSUMPTIONS) %
HAMISH BOHANNAN	5,645,000	2.51	2,400,000	9.27	5,000,000	52.63	13,045,000	5.47
CRAIG MUNRO	200,000	0.09	NIL	0.00	2,000,000	21.05	2,200,000	0.92
GERALD COOPER	200,000	0.09	1,500,000	5.79	2,500,000	26.32	4,200,000	1.76

If the Options to be issued under Resolutions 2 to 4 are exercised (but assuming that existing Options held by the Related Parties are not exercised), the Company's issued share capital will increase by 9,500,000 Shares representing 4.05% of the issued share capital of the Company on a fully diluted basis, diluting the shareholders by a corresponding amount.

2.8 Directors' Recommendations

Each of the Directors declines to make a recommendation in relation to Resolutions 2 to 4 as they have a material interest in their outcomes to the extent that the Resolutions provide for the issue of Options to each of them.

Due to the operation of section 195(4) of the Corporations Act, the Directors have only considered the subject matter of Resolutions 2 to 4 to the extent necessary to convene the General Meeting for the purposes of Shareholders considering the Resolutions and to prepare the necessary meeting documentation.

2.9 Other Information that is Reasonably Required by Members to Make a Decision and that is Known to the Company or any of its Directors

It is a requirement of ASIC that a dollar value be placed on the Options to be issued to the Related Parties.

The Black-Scholes option price calculation method is regarded as acceptable by ASIC as a valuation model where the Placement Options cannot be readily valued by some other means.

In determining the dollar value for the Options, the Company is required to disclose the following assumptions made:

- a) the Options are to be exercisable at 15 cents each;
- b) the Options are to be exercised on or before 30 September 2013;
- c) price volatility of the Shares is approximately 100%;
- d) no discount has been allowed notwithstanding their unlisted status;
- e) the Share price at issue will be 17.5 cents per Share; and
- f) the average current risk free interest rate is 4.5%.

On this basis, the implied "value" being received by each Related Party is 11.96 cents per Option. The implied "value" being received by each Related Party for the Options is as follows:

Related Party	Value
Hamish Bohannan	\$598,000
Craig Munro	\$239,200
Gerald Cooper	\$299,000

If the Options the subject of resolutions 2 to 4 are all exercised, the Company will receive \$1,425,000.

The Related Parties who are Directors make the following additional disclosure.

The relevant Directors' base salaries per annum (including superannuation), or consulting fees and the total financial benefit to be received by them to 30 June 2011, when added to the implied "value" to be received by each of the following directors as a result of the issue of Options the subject of resolutions 2 to 4 are as follows:

Director	Description	(\$ p.a.	Value of Options to be Issued (\$)	Total Financial Benefit (\$)
Hamish Bohannan	Managing Director's fee	375,000	598,000	973,000
Craig Munro	Non executive Chairman's fee	60,000	239,200	299,200
Gerald Cooper	Executive Director's fees	275,000	299,000	574,000

2.10 Trading History

Over the last 12 months the Shares have traded between 5.0 cents per Share (lowest) and 20.0 cents per Share (highest). The latest trading price available at the time of preparing this Notice of Meeting was 19 cents per Share.

There is a potential benefit that accrues to each of HB, CM and GC if the market trading price of the Shares issued following exercise of the Options exceeds the exercise price. This benefit would accrue on the sale of the Shares for an amount in excess of the exercise price.

For personal use only

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annexure	Annexure to this Explanatory Statement
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited
ASX Listing Rules or Listing Rules	The Listing Rules of the ASX
Board	Board of Director
Company	Bathurst Resources Limited ACN 125 679 469.l
Constitution	Constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Director	Director of the Company
Meeting or General Meeting	The general meeting of the Company convened by this notice
Option	An option to acquire a Share
Resolution	Each of the resolutions contained in this notice of General Meeting
Share	Fully paid ordinary share in the capital of the Company
Shareholder	Shareholder of the Company
WST	Western Standard Time

ANNEXURE "A"

SHARES

Terms and Conditions of Shares

The following is a summary of terms and conditions of the Shares the subject of Resolution 1. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

1. Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.
2. Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. The Directors may determine the method and time for payment of the dividend.
3. Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.
4. Generally, shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, ASTC Settlement Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules, or under the Company's Constitution.
5. Subject to the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.
6. Subject to the Corporations Act, the ASX Listing Rules, the ASTC Settlement Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.
7. Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

For personal use only

ANNEXURE "B"

OPTIONS

Terms and Conditions of Options

The following is a summary of terms and conditions of the Options which are proposed to be issued under Resolutions 2 to 4:

8. The Options shall be issued for nil consideration.
9. The Options shall expire on 30 September 2013 ("Expiry Date").
10. Each Option shall confer the right to subscribe for one fully paid ordinary share, ranking pari passu with the fully paid ordinary Shares of the Company on issue at the date of allotment of such Shares.
11. The exercise price for each Option shall be 15 cents.
12. The Options will not be listed for Official Quotation on ASX Limited and may be transferred to a related entity at any time in whole or part.
13. A certificate will be issued for the Options ("Option Certificate"). On the reverse side of the Option Certificate there will be endorsed a statement of the rights of the optionholder and a notice that is to be completed when exercising the Options ("Exercise Notice"). If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.
14. The Options shall be exercisable by completing and lodging the Exercise Notice set out in the Option Certificate at any time on or before the Expiry Date.
15. An Option may only be exercised after that Option has vested, after any conditions associated with the exercise of the Option are satisfied and before its expiry date. The Board may determine the vesting period (if any). On the grant of an Option the Board may in its absolute discretion impose other conditions on the exercise of an Option.
16. If the Company enters into a scheme of arrangement, a takeover bid is made for the Company's Shares, or a party acquires a sufficient interest in the Company to enable them to replace the Board (or the Board forms the view that one of those events is likely to occur) then the Board may declare an Option to be free of any conditions of exercise. Options which are so declared may be exercised at any time on or before they lapse.
17. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that the record date for determining entitlements to any such issue will be at least 6 ASX Business Days after the issue is announced.
18. If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("**Bonus Issue**"), each optionholder holding any Options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those Options the number of Shares which would have been issued under the Bonus Issue ("**Bonus Shares**") to a person registered as holding the same number of Shares as that number of Shares to which the optionholder may subscribe pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise).
19. In the event that the Director no longer remains as the Director of the Company, the Director retains the right to the Options and the right to exercise the Options at any time on or before they lapse.
20. In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Options, the number of Options to which each optionholder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the ASX Listing Rules.

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 18th August 2010 and at any adjournment of that meeting.



IMPORTANT
If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. 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 the resolutions and that votes cast by him, other than as a 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 the resolutions and your votes will not be counted in computing the required majority if a poll is called. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

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

	For	Against	Abstain*
RESOLUTION 1 ~ RATIFICATION OF ISSUE OF SECURITIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 ~ APPROVAL FOR ISSUE OF OPTIONS TO HAMISH BOHANNAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3 ~ APPROVAL FOR ISSUE OF OPTIONS TO CRAIG MUNRO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4 ~ APPROVAL FOR ISSUE OF OPTIONS TO GERALD COOPER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular Resolution, 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.

Appointment of a second proxy (see instructions overleaf)
If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

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

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:

- (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 18th August 2010 at 9am (WST). 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
---	-----------	---