



ACN 125 679 469

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10am (EDST)

DATE: 29 November 2011

PLACE: Sofitel Sydney Wentworth
61-101 Phillip St, Sydney
New South Wales

This Notice of 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 2100.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **10:00am (EDST)** on 29 November **2011** at:

Sofitel Sydney Wentworth
61-101 Phillip St, Sydney
New South Wales

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Computershare Investor Services Pty Ltd, GPO Box D182, Perth, WA 6840; or
- (b) facsimile to Computershare Investor Services Pty Ltd on facsimile number +61 8 9323 2033,

so that it is received not later than **10:00am (EDST)** on **27 November 2011**.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the meeting, at which a “snapshot” of Shareholders will be taken for the purposes 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 **10:00am (EDST)** on **27 November 2011** 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.

NOTICE OF MEETING

Notice is given that an Annual General Meeting of Bathurst Resources Limited (**Company**) will be held at Sofitel Sydney Wentworth, 61-101 Phillip St, Sydney, New South Wales on 29 November 2011 commencing at 10am (EDST).

The Proxy Form forms part of this Notice of Meeting.

ORDINARY BUSINESS

1 FINANCIAL STATEMENTS AND REPORTS

Period 1 July 2010 to 30 June 2011

To receive the Financial Report of the Company for the year ended 30 June 2011, together with the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports.

2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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 Directors' Report in the Annual Report for the year ended 30 June 2011”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any of the key management personnel (as defined in section 9 of the *Corporations Act*) (**KMP**) whose remuneration are included in the Remuneration Report and any of their closely related parties. 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 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).

If you are a KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors and certain senior executives.

3 RESOLUTION 2 – RE-ELECTION OF GERALD COOPER AS A DIRECTOR

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

“That Gerald Cooper, a Director of the Company, having retired in accordance with clause 12.3 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company”.

SPECIAL BUSINESS

4 RESOLUTION 3 – RATIFICATION OF PREVIOUS SECURITIES ISSUE

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 15,000,000 securities in the Company to Robert James Griffiths and Jean Darling Griffiths, for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issues and any of their associates. 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 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 4 – RATIFICATION OF PREVIOUS SECURITIES ISSUE

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 52,400,000 securities in the Company to the parties, for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issues and any of their associates. 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 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).

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

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PROXIES

Please note that:

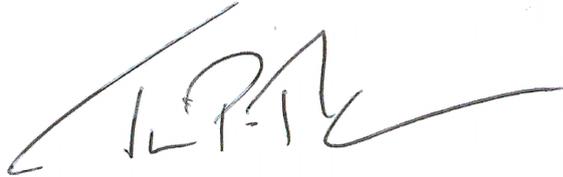
- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

BY ORDER OF THE BOARD OF DIRECTORS



Tim Manners
Company Secretary
Bathurst Resources Limited
26 October 2011

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held on 29 November 2011 commencing at 10:00am (EDST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1 FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ending 30 June 2011 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the meeting date to the Company Secretary at Ground Floor, 1306 Hay Street, West Perth WA 6005.

2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to a non-binding vote of Shareholders. The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director, specified executives and non-executive Directors. The Annual Report will be available on the Company's website at <http://www.bathurstresources.com/> from 31 October 2011.

The provisions of the Corporations Act dealing with the non-binding vote on the remuneration report have recently been amended. The Corporations Act still provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, in addition, the Corporations Act now provides that if the Company's Remuneration Report resolution receives a "no" vote of 25 per cent or more of votes cast at the Meeting, the Company's subsequent remuneration report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the

vote when considering the remuneration policy, even if it receives is less than a 25% “no” vote.

In addition, the Corporations Act now sets out a ‘two strikes’ re-election process. Under the ‘two strikes’ re-election process, if the Company’s remuneration report receives a ‘no’ vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, ‘two strikes’), a resolution (the ‘spill resolution’) must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the ‘spill meeting’) to consider the appointment of all of the Directors who stand for re-appointment (other than the Managing Director). If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the ‘spill meeting’ must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment). Further information will be provided on the ‘spill resolution’ and ‘spill meeting’ for any annual general meeting at which the Company may face a ‘second strike’.

The remuneration levels for Directors, officer and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

The chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3 RESOLUTION 2 – RE-ELECTION OF GERALD COOPER AS A DIRECTOR

3.1 Background

In accordance with Listing Rule 14.5 and clause 12.3 of the Constitution, at every annual general meeting an election of Directors must take place. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement and in default of agreement by ballot.

For this reason, Mr Gerald Cooper retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Cooper, who is a qualified Marine Engineer, served for a number of years as a seagoing engineer before moving into the power generation field. He has held engineering and maintenance roles for Monadelphous Engineering, Cyprus Gold, Arimco, Copper Mines of Tasmania, Pegasus Gold, Acacia Resources and WMCF Phosphate Hill.

Mr Cooper has worked internationally for AshantiGold in Guinea and Iluka Resources in the United States. He was Group Engineering Manager for IAMGold before returning to Australia in 2007 and taking up a position as VP Engineering & Maintenance with Braemore Resources.

Further details about Mr Cooper are set out in the Company’s 2011 Annual Report which is available at <http://www.bathurstresources.com/>.

3.2 Board recommendation

The Directors (other than Mr Cooper) unanimously recommend that Shareholders vote in favour of Resolution 2.

4 RESOLUTION 3 – RATIFICATION OF PREVIOUS SECURITIES ISSUE

4.1 Background

The Company has, since obtaining previous Shareholder approval to ratify securities issues, issued 15,000,000 fully paid ordinary Shares, without Shareholder approval, to Robert James Griffiths and Jean Darling Griffiths.

The issue occurred on 25 July 2011, as part of the consideration payable to Robert James Griffiths and Jean Darling Griffiths for the purchase of coal mining permits (and associated information) and related access agreements, consents and records ("**Brookdale Assets**"). The total consideration payable for the Brookdale Assets was US\$12 million and the issue of 15,000,000 fully paid ordinary shares.

Neither Robert James Griffiths nor Jean Darling Griffiths were related parties of the Company at the time of the allotments.

4.2 Listing Rules

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue securities if the securities will in themselves or when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

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

Under Resolution 3, the Company seeks from Shareholders approval for, and ratification of, the issue of the securities set out in section 4.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 3, comprise 1.97% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of the Notice of Meeting).

For the purpose of Listing Rule 7.5 the Company provides the following information:

- (a) Under Resolution 3, the Company seeks from Shareholders approval for, and ratification of, the issue of 15,000,000 fully paid ordinary shares.
- (b) The securities were not issued for a "\$" price. They were issues as part of the consideration payable for the Brookdale Assets. The other component of the consideration payable for the Brookdale Assets was US\$12 million.
- (c) The 15,000,000 securities issued are fully paid ordinary shares in the Company.
- (d) The securities were allotted to Robert James Griffiths and Jean Darling Griffiths (the vendors of the Brookdale Assets).
- (e) No funds were raised from the issue of the securities, as they formed part of the consideration paid for the Brookdale Assets.

4.3 Board Recommendation

The Board believes that the ratification of these issues is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months (on the presumption that that Shareholders also approve Resolution 4).

5 RESOLUTION 4 – RATIFICATION OF PREVIOUS SECURITIES ISSUES

5.1 Background

The Company has, since obtaining previous Shareholder approval to ratify securities issues, issued 52,400,000 fully paid ordinary shares, without Shareholder approval, to Institutional Investors who participated in the Company's equity raising, undertaken via institutional placement, as announced to ASX on 3 May 2011.

The issue occurred on 10 May 2011, as part of the Company's equity raising to raise approximately A\$55 million.

None of the allottees of securities were related parties of the Company at the time of the allotments.

5.2 Listing Rules

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue securities if the securities will in themselves or when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

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

Under Resolution 4, the Company seeks from Shareholders approval for, and ratification of, the issue of the securities set out in section 5.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities in the next 12 months.

The securities issued, for which approval and ratification is sought under Resolution 4, comprise 6.89% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of the Notice of Meeting).

For the purpose of Listing Rule 7.5 the Company provides the following information:

- (a) Under Resolution 4, the Company seeks from Shareholders approval for, and ratification of, the issue of 52,400,000 fully paid ordinary shares.
- (b) The securities were issued for A\$1.05 per share (total \$55,020,000).
- (c) The 52,400,000 securities issued are fully paid ordinary shares in the Company.
- (d) The securities were allotted to Institutional Investors who participated in the Company's equity raising, undertaken via institutional placement, as announced to ASX on 3 May 2011.
- (e) Funds raised from the issue of the securities were/will be used for:
 - (i) acquisition of the Brookdale Assets;
 - (ii) drilling, development and other exploration;
 - (iii) capex and development costs for Eastern Resources limited and the Brookdale Assets; and
 - (iv) working capital and transaction costs.

Further details regarding the use of funds can be found in the Company's ASX announcements dated 3 May 2011.

5.3 Board Recommendation

The Board believes that the ratification of these issues is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it allows the Company to

ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months (on the presumption that that Shareholders also approve Resolution 3).

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GLOSSARY

\$ or A\$	means Australian dollars unless otherwise specified.
ASX	ASX Limited.
Company or Bathurst	means Bathurst Resources Ltd ACN 125 679 469.
Constitution	means the constitution of the Company.
Corporations Act	<i>Corporations Act 2001 (Cth)</i> .
Director	director of the Company.
EDST	means Australian Eastern Daylight Savings Time.
Explanatory Statement	the explanatory statement that accompanies this Notice.
Listing Rules	the Listing Rules of the ASX.
Meeting or Annual General Meeting	the meeting convened by the Notice of Meeting.
Notice or Notice of Meeting	this Notice of Annual General Meeting.
Option	means an option to acquire a Share.
Proxy Form	means the proxy form enclosed with this Notice of Meeting which forms part of the Notice.
Resolution	the resolution set out in the Notice of Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.

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CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (*Company*),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Bathurst Resources Limited to be held on 29 November 2011 and at any adjournments of that meeting/all meetings of the members of Bathurst Resources Limited.

DATED 2011

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
- Insert the date of execution where indicated.
- Send or deliver the Certificate to the registered office of Bathurst Resources Limited at Ground Floor, 1306 Hay Street, West Perth WA 6005 or fax the Certificate to the registered office at +61 8 9481 2001.

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BATHURST

RESOURCES LTD

ABN 93 125 679 469

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 BTU
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 10.00am (EDST) Sunday 27 November 2011

How to Vote on Items of Business

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

Appointment of Proxy

Voting 100% 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.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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 you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

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.

Turn over to complete the form →



View the Annual Report:

www.bathurstresources.com

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is: SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Bathurst Resources Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 Sofitel Sydney Wentworth, 61-101 Phillip St, Sydney, New South Wales on Tuesday, 29 November 2011 at 10.00am (EDST) and at any adjournment of that meeting.

Important for Item 1- If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 1 the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 1 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

STEP 2

Items of Business

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	Abstain
Item 1 Adoption of Remuneration Report (Non-binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-Election of Gerald Cooper as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Ratification of Previous Securities Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Ratification of Previous Securities Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

BTU

999999A

Computershare +