

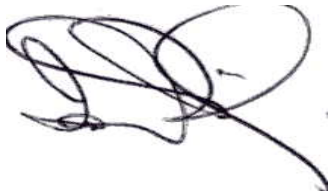
ASX Announcement

29 April 2013

Despatch of Notice of Annual General Meeting and Proxy

Bassari Resources Limited (BSR) wishes to advise that it has despatched its Notice of Annual General Meeting and proxy.

The Annual General Meeting will be held at the Theatrette, RACV, 501 Bourke Street, Melbourne, Victoria, at 10am on Friday 31 May 2013.



Ian Riley
Company Secretary

BASSARI RESOURCES LIMITED

ACN 123 939 042

("the Company")

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Bassari Resources Limited ("the Company" or "Bassari") will be held at the Theatre, RACV City Club, 501 Bourke Street, Melbourne, at 10.00am (Melbourne, Victoria time) on Friday 31 May 2013.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

BUSINESS

2012 ANNUAL FINANCIAL STATEMENTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2012 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"THAT the Company approves the adoption of the Remuneration Report for the year ended 31 December 2012".

Voting Note

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to a "Restricted Voter"). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1;*
- it is not cast on behalf of a Restricted Voter.*

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR CHRIS YOUNG

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

"THAT Mr Chris Young, a Director of the Company since 25 November 2011 who will retire at the close of the meeting in accordance with ASX Listing Rule 14.4, being eligible for re-election, be re-elected as a Director of the Company."

RESOLUTION 3 – APPOINTMENT OF DIRECTOR – MR ALEX MACKENZIE

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

"That Mr Alex Mackenzie, a Director appointed as an additional director on 12 April 2013 and being eligible for election, be elected as a Director of the Company."

RESOLUTION 4 – ISSUE OF SHARES TO MINEREX DRILLING CONTRACTORS LIMITED

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, shareholders approve the issue of US\$250,000 of fully paid ordinary shares to Minerex Drilling Contractors Limited (with the exact number of shares to be determined on the date of issue by reference to the USD exchange rate on that date) at an issue price of \$0.023 (2.3 cents) as described in the Explanatory Memorandum which accompanied and forms part of this Notice of Annual General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- *persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or*
- *an associate of those persons.*

However, the Company need 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.*

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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 7.4, shareholders ratify the prior issue of 85,800,000 ordinary shares to clients of Euroz Securities Limited and Lodge Corporate Pty Ltd who are exempt investors that are not related parties of the Company at an issue price of \$0.023 (2.3 cents) each as described in the Explanatory Memorandum which accompanied and forms part of this Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- *a person who participated in the proposed issue and a person who obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on this Resolution 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.*

RESOLUTION 6 – ISSUE OF SHARES TO DIRECTOR – MR ALEX MACKENZIE (OR HIS NOMINEE/S)

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 10.11 shareholders approve the issue of up to 21,700,000 ordinary shares at an issue price of \$0.023 (2.3 cents) to Mr Alex Mackenzie (or his nominee/s), a director of the Company, as described in the Explanatory Memorandum which accompanied and forms part of this Notice of General Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- *Mr Alex Mackenzie; or*
- *an associate of Mr Mackenzie.*

However, the Company need not disregard a vote on this Resolution 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.*

Additional Voting Note to Resolution 1

If you appoint the person chairing the meeting and you are not a Restricted Voter, by marking the box on, and submitting, the Proxy Form you authorise the person chairing the meeting (the Chair) to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company’s key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you have appointed the Chair as your proxy he or she can only cast your votes on Resolution 1 if you expressly authorise him or her to do so by marking the box on the proxy form or if you direct the Chair how to vote by marking either ‘for’, ‘against’ or ‘abstain’ for this item of business.

By the order of the Board



Jozsef Patarica
Managing Director/CEO

Dated: 29 April 2013

The accompanying Explanatory Memorandum and the Proxy Form and Voting Instructions form part of this Notice of Meeting.

BASSARI RESOURCES LIMITED

ACN 123 939 042

("the Company")

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of Annual General Meeting to be held at the Theatre, RACV City Club, 501 Bourke Street, Melbourne, at 10.00am (Melbourne, Victoria time) on 31 May 2013. The Notice of Annual General Meeting incorporates, and should be read together with, this Memorandum.

2012 ANNUAL FINANCIAL STATEMENTS

The 2012 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2012 will be laid before the meeting. There is no requirement for shareholders to approve the Annual Financial Statements. However, shareholders will have the opportunity to ask questions about or make comments on the 2012 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2012 Annual Financial Statements.

The Company's 2012 Annual Financial Statements are set out in the Company's 2012 Annual Report which can be obtained from the Company's website, www.bassari.com.au or upon request to the Secretary at the Company's registered office, Level 17, 500 Collins Street, Melbourne, Victoria, 3000 (telephone (03) 9614 0600).

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company is required, pursuant to the Corporations Act 2001, to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Directors' Report in the Annual Financial Statements. The Remuneration Report sets out the Company's remuneration arrangements for directors.

Shareholders attending the Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report. In addition, shareholders will be asked to vote on the Remuneration Report.

This resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO as applicable) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2011 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2012 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2012 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at this Annual General Meeting the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you mark the box on, and submit, the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration the Company's key management personnel. By marking the box on, and submitting, the Proxy Form you will be taken to have directed the Chair of the meeting to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR CHRIS YOUNG

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, except the Managing Director, are required to retire by rotation at each Annual General Meeting. The Company has three directors, one of whom is the Managing Director. Accordingly, one director is required to retire by rotation at the Annual General Meeting.

Additionally, under ASX Listing Rule 14.4, a Director must not hold office without re-election past the third annual general meeting following the director's appointment, or three years whichever is longer. A Director who retires in accordance with these provisions is eligible for re-election.

Accordingly, Mr Chris Young retires by rotation and, being eligible, offers himself for re-election.

The non-candidate directors unanimously support the re-election of Mr Chris Young.

RESOLUTION 3 – APPOINTMENT OF DIRECTOR – MR ALEX MACKENZIE

This Resolution seeks shareholder approval for the election of Mr Alex Mackenzie as a Director of the Company. Mr Mackenzie was appointed as a Director of the Company as an additional director on 12 April 2013.

In accordance with the Company's Constitution, a Director appointed as an additional director must retire from office, and will be eligible for re-election, at the next General Meeting following their appointment, but that Director will not be taken into account when determining the number of Directors who are to retire by rotation at each Annual General Meeting.

Mr Mackenzie is a qualified accountant and co-founder of the company and has more than twenty years' experience in the resource sector in Senegal. Alex has been instrumental in identifying and driving the potential of the Sabodala Gold and Grand Cote Mineral Sands Projects.

The non-candidate directors unanimously support the re-election of Mr Alex Mackenzie.

RESOLUTION 4 – ISSUE OF SHARES TO MINEREX DRILLING CONTRACTORS LIMITED

This Resolution is proposed to obtain shareholder approval for the issue of shares to Minerex Drilling Contractors Limited ("Minerex").

The issue of shares with the equivalent Australian dollar value of US\$250,000 is in part settlement of Minerex invoices for drilling services provided.

Minerex will be issued with the equivalent Australian dollar amount of US\$250,000 ordinary, fully paid shares in the Company with the exact number of shares to be issued being calculated with reference to the AUD/USD exchange rate on the date of issue. The issue price of the shares will be \$0.0023 (2.3 cents).

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. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

- (a) The maximum number of securities to be issued will be the equivalent Australian dollar amount of US\$250,000 ordinary, fully paid shares in the Company with the exact number of shares to be issued being calculated with reference to the AUD/USD exchange rate published on the Reserve Bank of Australia website on the date of issue;
- (b) The Shares will be issued no later than three (3) months after the date of the Annual General Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission);
- (c) The issue price of the securities will be \$0.023 (2.3 cents) per Share;
- (d) The securities will be issued to Minerex Drilling Contractors Limited;
- (e) The securities will rank equally with the Company's existing listed fully paid ordinary Shares. The Company will apply to ASX for admission of the Shares issued for quotation on ASX; and
- (f) There will be no funds raised by the issue of shares to Minerex Drilling Contractors Limited as the shares will be issued in lieu of payment of cash consideration for Minerex's services.

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

This Resolution seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of a total of 85,800,000 Shares to clients of Euroz Securities Limited and Lodge Corporate Pty Ltd (who are exempt investors that are not related parties of the Company).

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 provides that where a company's shareholders ratify the previous issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the prior issue of 85,800,000 Shares to clients of Euroz Securities Limited and Lodge Corporate Pty Ltd, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) The number of securities previously issued was 85,800,000 Shares;
- (b) The issue price of the Shares was \$0.023 (2.3 cents) per Share;
- (c) The securities issued were fully paid ordinary Shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary Shares;
- (d) The Shares were issued to clients of Euroz Securities Limited and Lodge Corporate Pty Ltd who are exempt investors that are not related parties of the Company;

- (e) Funds raised by the issue of Shares will be used to clear trade creditors and provide working capital while the Company undertakes a strategic review which will consider the Company's corporate and operational strategies with a view to maximising value for all shareholders;
- (f) A voting exclusion statement is contained in the Notice of General Meeting.

RESOLUTION 6 – ISSUE OF SHARES TO DIRECTOR – MR ALEX MACKENZIE (OR HIS NOMINEE/S)

This Resolution is proposed to obtain shareholder approval under ASX Listing Rule 10.11 for the issue of up to 21,700,000 ordinary shares to Mr Alex Mackenzie (or his nominee/s), a director of the Company.

ASX Listing Rules

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. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, by obtaining shareholder approval sought through this resolution, the Company retains the ability to issue further shares or options of up to 15% of its ordinary shares under Chapter 7 of the ASX Listing Rules to take advantage of opportunities to obtain further funds if required and available in the future.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.13:

- (a) The shares the subject of this resolution are to be issued to Mr Alex Mackenzie (or his nominee/s), a director of the Company;
- (b) The maximum number of shares to be issued is 21,700,000 ordinary shares;
- (c) The shares will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission);
- (d) The issue price of the shares will be \$0.023 (2.3 cents) per share;
- (e) The issue of shares to Mr Mackenzie will raise approximately \$500,000. Funds raised by the issue of shares to Mr Mackenzie will be used to clear trade creditors and provide working capital while the Company undertakes a strategic review which will consider the Company's corporate and operational strategies with a view to maximising value for all shareholders.

Corporations Act 2001 (Cth)

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given arm's length terms, that is on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

The Company considers that the proposed issue of shares the subject of this Resolution will be on arm's length terms and, as such, falls within the exception set out in section 210 of the Corporations Act. The Company has reached this view as the terms upon which Mr Mackenzie will acquire the shares are the same as the terms on which clients of Euroz Securities Limited and Lodge Corporate Pty Ltd acquired shares in the Company pursuant to the placement, including the issue price of \$0.023 (2.3 cents).



By mail:
 Bassari Resources Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

SHAREHOLDER PROXY FORM

I/We being a member(s) of Bassari Resources Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Friday, 31 May 2013, at Theatrette, RACV City Club, 501 Bourke Street, Melbourne and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4

Issue of shares to Minerex Drilling Contractors Limited

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Re-election of Director
- Mr Chris Young

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 5

Ratification of prior issue of placement shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Appointment of Director
- Mr Alex Mackenzie

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6

Issue of shares to Director
- Mr Alex Mackenzie (or his nominee/s)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * If you mark the Abstain box for a particular Item, 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.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 6 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, 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 Item 6 and your votes will not be counted in calculating the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 6.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS PROXY FORM

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 make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

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

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 and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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 shares 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.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 29 May 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Bassari Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**