

Bassari Resources Ltd  
ACN 123 939 042

Level 17, 500 Collins Street  
Melbourne VIC 3000  
Australia

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## **ASX Announcement**

**21 October 2011**

### **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 RACV, Level 2, 501 Bourke Street, Melbourne at 2.30pm on Friday 25 November 2011.



**Ian Riley**  
**Company Secretary**

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## **BASSARI RESOURCES LIMITED**

ACN 123 939 042

### **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 2.30pm (Eastern Summer Time)

**DATE:** 25 November 2011

**PLACE:** RACV City Club  
Level 2  
501 Bourke Street  
Melbourne VIC 3000

*This Notice of Meeting should be read in its entirety.*

*If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 3) 9629 9925.*

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.30pm (Eastern Summer Time) on **25 November 2011** at:

Level 2  
501 Bourke Street  
Melbourne VIC 3000

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

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

**VOTING BY PROXY**

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

- (a) post to Link Market Services, Locked Bag A14, Sydney South, NSW, 1235, or
- (b) facsimile to Link on facsimile number (+61 2) 9287 0309,

so that it is received no later than 2.30pm (Eastern Summer Time) on **23 November 2011**.

You can also register your proxy vote online via [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to be received no later than 2.30pm (Eastern Summer Time) on **23 November 2011**.

**Proxies received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders will be held at 2.30pm (Eastern Summer Time) on 25 November 2011 at Level 2, 501 Bourke Street, Melbourne, Victoria.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7pm on **23 November 2011**. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That the Company approves the adoption of the Remuneration Report for the year ended 30 June 2011.”*

*Voting Note:*

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution. Please refer to the Proxy Form and Explanatory Statement. The Corporations Act provides votes must not be cast on this Resolution by directors or other key management personnel or any of their closely related parties themselves (whether directly or by appointing a proxy.)

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JONATHAN WARNER

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

*“That Mr Jonathan Warner, appointed to the Board of Directors on 20 July 2011, who will retire at the close of the meeting in accordance with Article 57(1) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

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#### 3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DAVID S TYRWHITT

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

*“That, Dr David S Tyrwhitt, being a Director of the Company since 12 October 2010, who will retire at the close of the meeting in accordance with Article 59 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of the Company.”*

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## **EXPLANATORY STATEMENT**

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

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

## **PROXIES**

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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 at the Annual General Meeting 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 of the member.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

## **CORPORATE REPRESENTATIVE**

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A body corporate may appoint an individual as its representative to attend and vote at the Annual General Meeting and exercise any other powers the body corporate can exercise at the Annual General Meeting.

Any corporate shareholder who has appointed a person to act as is 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 can be obtained from the Company if required.

*Dated: 14 October 2011*  
*BY ORDER OF THE BOARD*



**JOZSEF PATARICA**  
**MANAGING DIRECTOR/CEO**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.30pm (Eastern Summer Time) on 25 November 2011 at Level 2, 501 Bourke Street, Melbourne, Victoria.

The 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.

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## **FINANCIAL STATEMENTS AND REPORTS**

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In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

A reasonable opportunity will be provided for discussion of the annual financial report at the Annual General Meeting.

The Company's auditor or a representative of the auditor will be invited to attend the meeting.

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## **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

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 end of those AGMs 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) must go up for re-election.

Any undirected proxies held by the Chairman of the meeting, other Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will not be voted on Resolution 1. Votes cast by Directors, KMP or closely related parties, in any capacity, will be disregarded.

The Company encourages all shareholders to cast their vote in relation to Resolution 1 and if shareholders choose to appoint a proxy, shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy.

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**RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JONATHAN WARNER**

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Article 57(1) of the Company's Constitution allows the Directors to appoint at any time a Director as an addition to the existing Directors. Pursuant to Article 57(2) of the Company's Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Details of the qualifications and experience of Mr Jonathan Warner are contained in the Company's 2011 Annual Report.

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**RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DAVID S TYRWHITT**

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Article 59 of the Constitution of the Company and ASX Listing Rule 14.4 provides that a Director must not (without re-election) hold office longer than 3 years or the third annual general meeting (whichever is the later) after their prior appointment or re-election. A retiring director is eligible for re-election.

Pursuant to Article 59, Dr David Tyrwhitt retires in accordance with the Constitution and the ASX Listing Rules and being eligible for re-election, offers himself for re-election at the Annual General Meeting.

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**ENQUIRIES**

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Shareholders should contact Mr Ian Riley on (+ 61 3) 9629 9925 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Days** means any day other than a Saturday, Sunday or public holiday in the State of Victoria.

**Company** means Bassari Resources Limited (ACN 123 939 042).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**A director means** the current directors of the Company.

**EST** means Eastern Standard Time as observed in Melbourne, Victoria.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**KMP** means Key Management Personnel

**Non-Executive Directors** means the Directors who do not perform an executive function in addition to their role as a director.


**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.


**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.



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

 **By fax:** +61 2 9287 0309

 **All enquiries to: Telephone:** 1300 554 474 **Overseas:** +61 2 8280 7111


**X99999999999**

### SHAREHOLDER VOTING 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<sup>1</sup> (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 

 or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, 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 **2:30pm on Friday, 25 November 2011, at RACV Club, Level 2, 501 Bourke Street, Melbourne** and at any adjournment or postponement of the meeting.

 <sup>1</sup> If you appoint a proxy, we encourage you to direct your proxy how to vote on each item of business. The Chairman of the Meeting, Directors and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting and overleaf) will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from any undirected proxy that they hold.

 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**

	For	Against	Abstain <sup>2</sup>
<b>Resolution 1</b> Adoption of Remuneration Report (advisory only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Director - Jonathan Warner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Re-election of Director - David S Tyrwhitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 <sup>2</sup> 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**
**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 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 shareholder of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

You should 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.

If the Chairman of the meeting or another of the Key Management Personnel of the company or their closely related parties is your proxy, that person will not vote your shares on Resolution 1 (Remuneration Report) if you have not directed them how to vote on that item.

Key Management Personnel of the company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly. The Remuneration Report identifies the company's Key Management Personnel for the financial year to 30 June 2011. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

### 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.

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 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.
- (b) 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 **2:30pm on Wednesday, 23 November 2011**, 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](http://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, 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.**