

Bassari Resources Ltd
ACN 123 939 042

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Melbourne VIC 3000
Australia

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ASX Announcement

23 October 2013

Despatch of Notice of General Meeting of Shareholders and Proxy

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

The General Meeting will be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria at 10.30am on Friday 22 November 2013.



Ian Riley
Company Secretary

BASSARI RESOURCES LIMITED

ACN 123 939 042

NOTICE OF GENERAL MEETING

TIME: 10.30am (Australian Eastern Daylight Time)

DATE: 22 November 2013

PLACE: Institute of Chartered Accountants
Level 3
600 Bourke Street
Melbourne VIC 3000

This Notice of Meeting and the accompanying Explanatory Statement should be read in their 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

VENUE

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 10.30am (AEDT) on Friday, 22 November 2013 at:

Institute of Chartered Accountants
Level 3
600 Bourke Street
Melbourne VIC 3000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

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

so that it is received no later than 10.30am (AEDT) on 20 November 2013.

You can also register your proxy online via www.linkmarketservices.com.au to be received no later than 10.30am (AEDT) on Wednesday, 20 November 2013.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 10.30am (AEDT) on Friday, 22 November 2013 at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria.

Shareholders should review carefully the Explanatory Statement accompanying this Notice of General Meeting as it contains important information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of General 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 General Meeting are those who are registered Shareholders of the Company at 7.00pm on 20 November 2013.

Terms and abbreviations used in this Notice of Meeting and the accompanying Explanatory Statement and Proxy Form are defined in the Glossary section at the back of this Notice of General Meeting.

AGENDA

RESOLUTION 1 – ELECTION OF MR PHILIP BRUCE AS A DIRECTOR

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

"That Mr Philip Bruce, a Director appointed as an addition to the existing directors and being eligible for election, be elected as a Director of the Company."

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 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 100,000,000 Shares to HEGL Investments Pty Ltd (an exempt investor that is not a related party of the Company) at an issue price of \$0.008 (0.8 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 Resolution 2 by:

- HEGL Investments Pty Ltd; or
- an associate of HEGL Investments Pty Ltd.

However, the Company need not disregard a vote on Resolution 2 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.

PROXY AND VOTING INSTRUCTIONS

EXPLANATORY STATEMENT

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

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

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 at the 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.

"SNAP-SHOT" TIME

The Board has determined that all Shares that are quoted on ASX at 7.00pm (AEDT) on 20 November 2013 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.

CORPORATE REPRESENTATIVE

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

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.

ENQUIRIES

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

Dated 23 October 2013
BY ORDER OF THE BOARD



IAN RILEY
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.30am (AEDT) on 22 November 2013 at the Institute of Chartered Accountants, Level 3, 600 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 as set out in the Notice of General Meeting.

SPECIAL BUSINESS

RESOLUTION 1 - ELECTION OF MR PHILIP BRUCE AS A DIRECTOR

Resolution 1 is a resolution for the election of Mr Philip Bruce as a Director of the Company. Mr Bruce was appointed a Director of the Company to fill a casual vacancy, as an addition to the existing directors, on 9 September 2013.

In accordance with the Company's Constitution, any Director appointed as an addition to the existing directors must retire from office, and will be eligible for 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.

Philip F Bruce B.E. (Mining)(Hons), FAusIMM

Philip is the Managing Director of Hill End Gold Limited (a company which is a substantial shareholder in Bassari), and has more than 35 years mining industry experience in Australia, Africa and Indonesia in gold, platinum and base metals operations and senior corporate management. He has served on a number of listed company boards in Australia and Canada and contributed significantly in their management and growth.

Mr Bruce, being eligible, offers himself for election.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 5 August 2013 the Company announced a commitment by Hill End Gold Limited to obtain 100,000,000 ordinary shares in the Company which would represent 13% of the Company's post placement capital. The placement commitment was for a consideration of \$800,000.

The placement was undertaken in three (3) tranches:

- Tranche 1 of \$250,000 for the issue of 31,250,000 ordinary shares on 2 August 2013;
- Tranche 2 of \$250,000 for the issue of 31,250,000 ordinary shares on 19 August 2013; and
- Tranche 3 of \$300,000 for the issue of 37,500,000 ordinary shares on 30 August 2013.

The Company proposes to use funds raised to assist the Company's exploration program and provide working capital.

Resolution 2 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of a total of 100,000,000 Shares to Hill End Gold Limited's wholly owned subsidiary, HEGL Investments Pty Ltd (an exempt investor that is not a related party 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 100,000,000 Shares to HEGL Investments 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 100,000,000 Shares;
- (b) The issue price of the Shares was \$0.008 (0.8 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 HEGL Investments Pty Ltd, an exempt investor that is not a related party of the Company.
- (e) Funds raised by the issue of Shares will be used to undertake the planned activities of the Company as announced to ASX on 5 August 2013 and described above.
- (f) A voting exclusion statement is contained in the Notice of General Meeting.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context requires or permits, the financial market known as the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX, as amended or replaced from time to time except to the extent of any written waiver granted by ASX.

Board means the board of directors of the Company.

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

Chairman means the chairman of the General Meeting.

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

Constitution means the Company's constitution, as amended from time to time.

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

Director means a director of the Company.

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

General Meeting or **Meeting** means the general meeting of the Company convened by this Notice of Meeting.

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 General Meeting** means this notice of general meeting including the Explanatory Statement.

Option means an option over any unissued Share or Shares.

Related Party has the meaning given to that term in section 228 of the Corporations Act.

Resolutions means the resolutions set out in the Notice of Meeting, and **Resolution** means any one of them.

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

Shareholder means a holder of a Share or Shares.


 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: 1300 554 474 Overseas: +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

 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 General Meeting of the Company to be held at **10:30am on Friday, 22 November 2013, at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne** and at any adjournment or postponement of the meeting. 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

Election of Mr Philip Bruce as a Director

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

Resolution 2

Ratification of Prior Issue of Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 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.

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; and
- (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 **10:30am on Wednesday, 20 November 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 General Meeting, please bring this form with you.
This will assist in registering your attendance.